



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

NOTICE OF ORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with the resolution of the Board of Directors held on 16 May 2024, an Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. is hereby called to be held in Madrid, Avenida Camino de Santiago, 40, 28050 Madrid at 17:30 hours on 27 June 2024, at first call or, if a quorum is not obtained, at the same place and time, on 28 June 2024, at second call.

The Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. offers the possibility of participating 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. 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 financial partial 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 financial partial 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.A. 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 financial partial 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 financial partial 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 financial partial spin-off; (d) information on the terms and circumstances of the financial partial spin-off agreement; (e) cases in which the financial partial 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, notarise, register, correct and execute the resolutions adopted.

Supplement to the call and 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 request the publication of a supplement to this call to the General Meeting, including one or more items on the Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution. For this purpose, shareholders must indicate the number of shares they hold or represent. Shareholders wishing to exercise this right must send such supplementary notice to be received at the registered office for the attention of the General Secretary's Office (C/ Balmes, 36, Barcelona) within five (5) days following the publication of this notice. The supplement to the notice of call shall be published at least fifteen (15) days prior to the date set for the holding of the General Meeting on first call.

Shareholders representing at least three per cent (3%) of the share capital may, within the period and in the manner indicated in the preceding paragraph, submit reasoned proposals for resolutions on matters already included or to be included on the Agenda. Such proposals and, if appropriate, the accompanying documentation, shall be published continuously on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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:

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 start 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, representation. The right to attend shall be accredited by showing the certificate of entitlement issued by the entities in charge of the accounting register of the shares of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. in which the ownership of the shares is stated or by the presentation of the attendance card issued by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 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 responsible for keeping the book-entry register or the model attendance card provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. In all matters not provided for in the attendance card issued by the entities responsible for keeping the book-entry register, the rules set forth in the model attendance card provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. shall apply. 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 attendance card model provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. shall be applied in addition to the attendance card issued by the entities responsible for keeping the book-entry register.

The card, duly completed and signed, must be sent to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 your shares are deposited when the latter offers the service of sending them to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

I. 2.- Voting by electronic communication.

Shareholders wishing to vote by electronic communication may do so through the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., 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 their proxy by postal correspondence must send FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. the attendance card issued by the entities responsible for keeping the book-entry register or the model attendance card provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 attendance card model provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. shall be applied in addition to the attendance card issued by the entities responsible for keeping the book-entry register.

If the proxy is granted to the Chairman of the Meeting or of the Board or to any other member of the Board of Directors, including the Secretary or Deputy Secretary who are not directors, the card must be sent to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 your shares are deposited when the latter offers the service of sending them to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

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

Shareholders wishing to grant their proxy by electronic communication may do so through the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., 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, 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 to 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 FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 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, 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, both by postal correspondence and electronic communication, may be cast from the date of publication of the notice of call and must be received by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. before twenty-four (24) hours on the day immediately prior to the day scheduled for the holding of the General Meeting on first call, i.e. before 11:59 p.m. on 26 June 2024.



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 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 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 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 voting or granting a proxy by remote means of communication has been appointed by the other co-owners to exercise the rights deriving from the shares.

IV.- Technical incidents.

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. reserves the right to modify, suspend, cancel or restrict the electronic delegation or voting mechanisms when technical or security reasons so require or demand.

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. shall not be liable for any damages that the shareholder may suffer as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of postal mail, or any other eventuality of the same or a similar nature, beyond the control of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., 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 corporate website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es).

I.- Pre-registration, connection and attendance.

I.1.- Pre-registration.

Shareholders or proxies wishing to attend the General Meeting by telematic means must register on the telematic attendance platform set up on the corporate website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es) no later than 26 June 2024 at 17:30 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, and issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint. Attendee registration will not be accepted after this deadline.

Likewise, in the case of proxies, in order for the person who has granted proxies in their favour to be able to attend telematically, the shareholder who granted the proxy must have notified the proxy of said 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 ir@fcc.es, together with a copy of the proxy's DNI, NIE or passport, by 5:30 p.m. on 26 June 2024.

However, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. reserves the right to request from shareholders or their representatives at any time such additional means of identification as it deems necessary to verify their status as shareholders or, as the case may be, representatives and to guarantee 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, 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 27 June 2024, if the Meeting is held on first call or, if a sufficient quorum is not obtained, on 28 June 2024, on second call, between 16:15 and 17:15 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 proxies who attend the Meeting telematically and wish to speak at the Meeting and, where appropriate, request information or clarifications in relation to the items on the Agenda, request clarifications on the information accessible to the public that FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. has provided to the National Securities Market Commission since the last General Meeting was held or on the auditor's report, or make proposals as permitted by law, must send their intervention to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. has provided to the Comisión Nacional del Mercado de Valores since the holding of the last General Meeting or regarding the auditor's report or make the proposals permitted by Law, they must send their intervention to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. through the telematic assistance



platform set up on the corporate website (www.fcc.es), in writing and, in any case, in the form, terms and conditions established on the aforementioned website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., until such time as the Chairman of the Ordinary General Meeting of Shareholders indicates when the shareholders' presentation period begins.

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 Chairperson or her 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 attendance platform set up on the corporate website and in accordance with the corresponding voting form and the rules of operation thereof from the time of their connection as telematic attendees pursuant to the provisions of 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 attendance platform of the corporate website in order to proceed to the vote.

In any case, the online voting process for all proposals submitted to the General Meeting shall end at the moment when the Chair 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 telematic attendance computer platform on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. Once he/she has communicated his/her express wish to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

V.- Other issues.

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. reserves the right to adopt the pertinent measures in relation to the mechanisms for telematic attendance at the General Meeting when technical or security reasons so require or impose. FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. shall not be liable for any damages that may be caused to the shareholder or representative as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the control of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which 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 Ordinary General Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their proxies.

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

Right to information

Any shareholder may obtain from FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., 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 for in the last paragraph of this section, the following documents which are 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 annual accounts and management report for the 2023 financial year of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., together with the auditor's report.
- The annual accounts and directors' report for the 2023 financial year of the consolidated group of companies of which FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. is the parent company, together with the auditor's report.
- The consolidated non-financial information statement and the independent service provider's verification report.
- The statement of responsibility for the annual accounts.
- The full text of the proposed resolutions to be submitted for approval at the General Shareholders' Meeting and, if applicable, the supplement to the notice of meeting and the proposed resolutions to be submitted by the shareholders, as received by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.
- The identity, curriculum vitae and category to which the persons whose re-election or appointment as directors is submitted for approval under item 2 of the Agenda and the mandatory reports and proposals on their re-election or appointment, as well as the other information required by the Regulations of the General Meeting.
- The Report of the Board of Directors in relation to the proposed resolution submitted for approval under item 5 of the Agenda.
- The Annual Report on Directors' Remuneration for the financial year 2023.
- The Annual Corporate Governance Report for the financial year 2023.
- The report on the independence of the auditor drawn up by the Audit and Control Committee for the financial year 2023.
- The report on the activities of the Audit and Control Committee for the financial year 2023.
- The activity report of the Nomination and Remuneration Committee for the financial year 2023.



- Information on the channels of communication between FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the shareholders.
- 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.
- The Rules for telematic attendance at the General Meeting.
- The Rules of Operation of the Electronic Shareholders' Forum.

Furthermore, in relation to item 6 on the Agenda, in accordance with the provisions of articles 7 and 46 of Royal Decree-Law 5/2023, of 28 June, transposing, inter alia, European Union Directives on structural modifications of companies (the "RDL 5/2023"), it is hereby stated that the following documents are posted on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. () and may be consulted, downloaded and printed from May 2024: The following documents are posted on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. ().A. (www.fcc.es) which may be consulted, downloaded and printed from 17 May 2024:

- The joint project of financial partial spin-off signed on 16 May 2024 by the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the Sole Administrator of INMOCEMENTO, S.A.U.;
- The reports made by the directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to the shareholders and employees, for the purposes of article 5 of RDL 5/2023;
- The single report drawn up by the independent expert appointed by the Companies Registry, for the purposes of article 71.2.2.2 of RDL 5/2023;
- Announcements of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. informing the shareholders, creditors and representatives of the employees thereof, that they may submit observations on the common draft of the financial partial spin-off signed on 16 May 2024 by the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the Sole Administrator of INMOCEMENTO, S.A.U., no later than five (5) working days prior to the date of the first call of the Ordinary General Shareholders' Meeting 2024 of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., for the purposes of article 7.1.2º of RDL 5/2023;
- The individual and consolidated annual accounts and management reports for the last three financial years of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (2021, 2022 and 2023), together with the corresponding audit reports, for the purposes of article 46.1.1 of RDL 5/2023.

It is hereby stated for the record that INMOCEMENTO, S.A.U. was incorporated on 10 April 2024, having not carried out any type of activity prior to the approval of the joint financial partial spin-off project, applying for the purposes of the financial partial spin-off the balance sheet at the aforementioned date of incorporation, without having prepared any annual accounts or management report;

- The spin-off balance sheet of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the spin-off balance sheet of INMOCEMENTO, S.A.U., for the purposes of article 46.1.2º of RDL 5/2023;



- The current Articles of Association of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. incorporated into a public deed, for the purposes of article 46.1.3 of RDL 5/2023;
- Identity and date from which the directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. have held office, for the purposes of article 46.1.5 of RDL 5/2023.

All the documents listed above may also be consulted or downloaded from the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es) without interruption from the publication of the notice of call until the holding of the General Meeting, in accordance with the provisions of article 518 of the Spanish Companies Act (Ley de Sociedades de Capital).

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 Meeting, shareholders may request from the Board of Directors, regarding the matters included 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 FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to the National Securities Market Commission since the last General Meeting was held, i.e. since 19 July 2023, as well as regarding the auditor's report. For these purposes, shareholders may use the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (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 proving their identity by means of a photocopy of their DNI, NIE or passport (or equivalent supporting document) (and, if they are a legal entity, a document providing sufficient proof of their representation), as well as their status as shareholder, indicating the number of shares they own and the depositary entity.

Publicity and indications concerning the joint plan for a financial partial division

The joint financial partial spin-off project was published on the corporate website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es) on 17 May 2024 and on the website of INMOCEMENTO, S.A.U. (www.inmocemento.es) on 20 May 2024, as stated in a notice published in the Official Gazette of the Mercantile Registry on 22 May 2024.

In accordance with the provisions of Articles 7, 46 and 47.2 of RDL 5/2023, the following minimum information is included in the common draft terms of financial partial division:

a) Identification of the companies involved in the financial partial division

The spun-off company is FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., a Spanish public limited company with registered office in Barcelona, calle Balmes, number 36, post code 08007 and tax identification number A-28037224. It is currently registered in the Mercantile Register of Barcelona, in volume 21728, book 0, folio 70, section 8, page B-26947, entry 3.

The beneficiary company is INMOCEMENTO, S.A.U., a Spanish limited company with registered office in Barcelona, calle Balmes, 36, postcode 08007 and tax



identification number A-16367328. It is currently registered in the Mercantile Register of Barcelona, in volume 49243, folio 149, page B-613029, 1st inscription.

b) Administrators' reports

The Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. has formulated and approved, on 16 May 2024, two reports for shareholders and employees, in accordance with article 5 of RDL 5/2023, which have been posted on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es) and are available for consultation, downloading and printing as of 17 May 2024.

c) Structure of the financial partial spin-off and its link to the admission to trading of the shares of INMOCEMENTO, S.A.U. on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "Spanish Stock Exchanges") through the Spanish Stock Exchange Interconnection System (SIBE).

Through the planned financial partial spin-off, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Demerged Company) will transfer en bloc, without being extinguished, to INMOCEMENTO, S.A.U. (Beneficiary Company), wholly owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., two economic units, the first consisting of all the shares of FCYC, S.A. owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., two economic units, the first consisting of all the shares of FCYC, S.A. owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the second consisting of all the shares of CEMENTOS PORTLAND VALDERRIVAS, S.A. owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which INMOCEMENTO, S.A.U. will acquire by universal succession, with all the assets, liabilities, rights, obligations and other elements inherent thereto.

Insofar as the financial partial spin-off will be carried out in favour of a company wholly owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., the simplified regime provided for in Article 71.2 of RDL 5/2023 applies to it.

The financial partial spin-off is essentially linked to the admission to trading of the shares of INMOCEMENTO, S.A.U. on the Spanish Stock Exchanges through the Spanish Stock Exchange Interconnection System (SIBE). In this regard, although the resolutions and decisions relating to the financial partial spin-off are expected to be adopted on the date of the General Shareholders' Meeting, this will only be executed through the execution of the corresponding public deed of partial spin-off and its registration in the Mercantile Registry on the basis that the regulatory requirements for the admission to trading of the shares of INMOCEMENTO, S.A.U. on the aforementioned Spanish Stock Exchanges are met, being foreseeable that this process may be completed in the fourth quarter of 2024.

d) Indicative timetable for financial partial division

The planned financial partial spin-off is expected to be implemented according to the following indicative timetable:

- Between 27 June and 1 July 2024: (i) holding of the Ordinary General Shareholders' Meeting 2024 of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., for the approval, if applicable, of the financial partial spin-off and adoption of the corresponding resolutions related thereto; (ii)



approval, if applicable, by the sole shareholder of INMOCEMENTO, S.A.U., of the financial partial spin-off and other corresponding resolutions related thereto; and (iii) compliance with the reporting obligations required by the applicable regulations.

- Fourth quarter of 2024: (i) execution of the public deed of financial partial spin-off and filing for registration thereof with the Mercantile Registry; and (ii) admission to trading of the shares of INMOCEMENTO, S.A.U. through the Spanish Stock Exchange Interconnection System (SIBE).

e) Attribution to the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. of the shares representing the share capital of INMOCEMENTO, S.A.U.

The sole shareholder of INMOCEMENTO, S.A.U. (FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.), which shall decide on the approval of the financial partial spin-off, shall also decide, prior to and simultaneously with the capital increase linked to the financial partial spin-off, to approve a reduction to zero of the share capital of INMOCEMENTO, S.A.U. through the redemption of all of its shares and the return of the cash contributions to its sole shareholder.

The capital increase linked to the financial partial spin-off will be carried out for a total amount (nominal value + issue premium) of 1,596,560,483.03 euros, which corresponds to the amount of the book value of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. of its holdings in FCYC¹, S.A. and CEMENTOS PORTLAND VALDERRIVAS, S.A.

The procedure for the allocation to the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. of the shares resulting from the capital increase of INMOCEMENTO, S.A.U. shall be strictly arithmetical, establishing that the number of INMOCEMENTO, S.A.U. that the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. receive shall be the same number of shares that they hold in FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., i.e. one (1) share of INMOCEMENTO, S.A.U., i.e. one (1) share of INMOCEMENTO, S.A., i.e. one (1) share of INMOCEMENTO, S.A.U. with a par value of 0.50 euros each for each (1) share of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. held with a par value of 1 euro each.

Consequently, the number of new shares of INMOCEMENTO, S.A.U. to be issued in the capital increase linked to the financial partial spin-off (which will be allocated to the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. in proportion to their shareholding in this company) will depend on the number of shares of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. at the time the financial partial spin-off is executed, which will result from the capital increase that, if applicable, will take place within the framework of the distribution of the flexible dividend (*scrip dividend*) that, at its meeting of 16 May 2024, the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. has decided to submit for the approval of the General Shareholders' Meeting, under item 5 of the Agenda.

¹ The book value of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. of its stake in FCYC, S.A. results from the valuation at 31 December 2023, updated as a result of the capital increase charged to FCYC, S.A.'s cash contributions for a nominal amount of 10,435.10,435,443 euros, which was agreed by the General Shareholders' Meeting of FCYC, S.A. held on 16 May 2024, prior to the approval and subscription of the joint partial financial spin-off project, and which is pending registration at the Mercantile Registry.



Depending on the number of shares to be issued by INMOCEMENTO, S.A.U. in the capital increase linked to the financial partial spin-off, the nominal amount of the capital increase will be determined, which will be at least 218,053,458.50 euros, through the placement into circulation of at least 436,106,917 shares², belonging to a single class and series and which will be represented by book entries with a par value per share of 0.50 euros, as well as their issue premium, which will be at most 218,053,458.50 euros.917 shares², belonging to a single class and series and which shall be represented by book entries, with a par value per share of 0.50 euros, as well as the share premium, which shall be a maximum of 1,378,507,024.53 euros, such that the sum of the foregoing items shall in any case correspond to the effective amount of the capital increase indicated above (1,596,560,483.03 euros).

In this regard, the nominal amount of the capital increase of INMOCEMENTO, S.A.U. will be the result of multiplying the number of newly issued shares issued by INMOCEMENTO, S.A.U. by their unit nominal amount (0.50 euros). In turn, the amount corresponding to the share premium will be the difference between the effective amount of the capital increase of INMOCEMENTO, S.A.U. (1,596,560,483.03 euros) and the nominal amount of the increase (at least 218,053,458.50 euros). The payment of the capital increase of INMOCEMENTO, S.A.U. will be carried out through the transfer en bloc by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. of the two economic units subject to the partial financial spin-off to INMOCEMENTO, S.A.U. as a result of the financial partial spin-off.

By virtue of the financial partial spin-off and in accordance with the provisions of article 60 of RDL 5/2023, the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be allocated the same number of shares of INMOCEMENTO, S.A.U. as the number of shares of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. held by them. In this regard, the shares resulting from the capital increase of INMOCEMENTO, S.A.U. within the framework of the financial partial spin-off will be allocated to the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. that appear as such in the accounting records of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) on the corresponding date in accordance with the applicable securities clearing and settlement rules, at the rate of one (1) share of INMOCEMENTO, S.A.U. for each share of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. held in the books of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. on the corresponding date in accordance with the applicable securities clearing and settlement rules.A. held by them on the date to be established prior to the execution of the financial partial spin-off by means of its registration in the Mercantile Register, which shall be announced by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. sufficiently in advance through the publication of the corresponding notice of "other relevant information" (OIR), on its website (www.fcc.es) and on the website of the National Securities Market Commission (www.cnmv.es), without prejudice to any other requirements that may be applicable in accordance with the applicable regulations and normal market practice.

It is hereby stated for the record: (i) that, to the extent that the financial partial spin-off is essentially linked to the admission to trading of the shares of INMOCEMENTO, S.A.U. shares on the Spanish Stock Exchanges through the Spanish Stock Exchange Interconnection System (SIBE), the financial partial spin-

² Number of shares into which FCC's share capital is currently divided.



off will only be executed through the execution of the corresponding public deed of partial spin-off and registration of the same with the Commercial Registry on the basis that the regulatory requirements for admission to trading on the Spanish Stock Exchanges of the shares of INMOCEMENTO, S.A.U. are met.(ii) that, since the legal requirements set out in article 12.1 of RDL 5/2023 are not met, the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will not be entitled to sell their shares to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. in exchange for cash compensation; (iii) that, in the absence of the legal requirements set out in article 12.1 of RDL 5/2023, the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. in exchange for cash compensation; and (iii) that, to the extent that the procedure for the allocation of the shares resulting from the capital increase of INMOCEMENTO, S.A.U. will respond to a strictly arithmetical criterion, it will not be necessary to offer the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. cash compensation to adjust the aforementioned allocation of INMOCEMENTO, S.A.U. shares, in accordance with the provisions of article 60.1 of RDL 5/2023.

f) Date of the accounts used to establish the terms of the financial partial division

The date of the annual accounts taken into consideration in the framework of the financial partial spin-off are those corresponding to the year ended 31 December 2023, in the case of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., and the balance sheet as of 10 April 2024 of INMOCEMENTO, S.A.U., as this company had not carried out any of the activities included in its corporate purpose prior to the approval of the joint financial partial spin-off project.

g) Description of the divested assets

The spun-off assets transferred en bloc to INMOCEMENTO, S.A.U. as a result of the financial partial spin-off consist of two economic units consisting, respectively, of all the shares of FCYC, S.A. owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. representing 80.03% of the share capital of FCYC, S.A. and all the shares of CEMENTOS PORTLAND VALDERRIVAS, S.A. owned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. representing 99.028% of the share capital of CEMENTOS PORTLAND VALDERRIVAS, S.A.

For the purposes of the financial partial spin-off and in accordance with article 71.2.2.2 of RDL 5/2023, BDO AUDITORES, S.L.P., an independent expert appointed by the Commercial Registry, has prepared a single report in order to determine whether the value of the spun-off assets is at least equal to the nominal amount plus the share premium of the capital increase to be agreed by INMOCEMENTO, S.A.U. by virtue of the financial partial spin-off.

The single report prepared by the independent expert, excluding any confidential information it may contain, will be available for consultation, downloading and printing by any interested party on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (www.fcc.es) and on the website of INMOCEMENTO, S.A.U. (www.inmocemento.es).

h) Impact of the financial partial spin-off on contributions from industry or ancillary services

There are no contributions of industry or shares that entail ancillary benefits in FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., so it will not be necessary to grant any compensation for the aforementioned items. On the other hand, no



compensation of any kind will be granted to the shareholders of INMOCEMENTO, S.A.U.

i) Rights to be granted in INMOCEMENTO, S.A.U.

Neither INMOCEMENTO, S.A.U. nor FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. have shareholders holding special rights or holders of securities or securities other than shares to which any rights are to be granted.

j) Implications of the financial partial division for creditors and, where applicable, guarantees to be provided to them

No implications are foreseen for the creditors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. nor is it considered necessary to offer them specific guarantees insofar as, on the basis of the provisions of article 70.2 of RDL 5/2023, INMOCEMENTO, S.A.U. shall be jointly and severally liable for the debts of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. arising prior to the publication of the joint financial partial spin-off plan and not due at that time under the terms provided for in the aforementioned article.

Without prejudice to the foregoing, and in accordance with the provisions of article 15 of RDL 5/2023, the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the Sole Administrator of INMOCEMENTO, S.A.U. have each made a statement on the financial situation of the companies in which they expressly state that, on the basis of the information available to them and after having made reasonable and appropriate enquiries to that end, they are not aware of any reason why the respective companies, after the financial partial spin-off takes effect, would not be able to meet their respective obligations when they fall due.

k) Special advantages granted to the administrative, management, supervisory or controlling bodies of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. or to the independent expert.

No special advantages shall be granted to the members of the administrative, management, supervisory or controlling bodies of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. or to the independent expert appointed by the Mercantile Registry to issue the report for the purposes of the provisions of article 71.2 of RDL 5/2023.

l) Date from which the financial partial division takes effect for accounting purposes

The date from which the financial partial spin-off will take effect for accounting purposes is 1 January 2024 in accordance with accounting regulations.

m) Likely employment consequences of the financial partial split-off

No impact on employment is expected as a result of the financial partial spin-off on the workforce of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. Similarly, the financial partial spin-off is not expected to have any impact on employment in the workforces of the companies whose shares comprise the spun-off assets.

It is also noted that INMOCEMENTO, S.A.U. does not have any employees at the date of the joint financial partial spin-off project.



Pursuant to the provisions of article 5 of RDL 5/2023, the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. has drafted, approved and signed a report for the employees explaining the aspects of the financial partial spin-off referred to in article 5.5 of RDL 5/2023.

- n) Date from which the shareholders of INMOCEMENTO, S.A.U. will be entitled to participate in the company's profits.

The holders of the new shares of INMOCEMENTO, S.A.U. resulting from the capital increase within the framework of the financial partial spin-off shall be entitled to participate in the company's profits from the date of registration of the financial partial spin-off in the Commercial Register.

- o) Amendments to the Articles of Association as a result of financial partial division

As a consequence of the financial partial spin-off, there will be no modification whatsoever in the Articles of Association of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

For clarification purposes, it is hereby stated for the record that the financial partial spin-off will not entail a reduction in the share capital of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and that, therefore, its share capital will remain unchanged, with FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. reducing its freely distributable reserves by the total amount of the par value and share premium of the share capital increase of INMOCEMENTO, S.A.U., which amounts to 1,596,560,483.03 euros, 1,596,560,483.03 euros.

In turn, as a consequence of the financial partial spin-off, the Articles of Association of INMOCEMENTO, S.A.U. shall be amended in order to adapt the amount of share capital and the number of shares to the amount resulting from the reduction of share capital through the redemption of all of its shares and the return of the cash contributions to the sole shareholder and simultaneous capital increase linked to the financial partial spin-off to cover the allocation of shares in INMOCEMENTO, S.A.U. to the shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. by virtue of the en bloc transfer of the assets spun off as a result of the financial partial spin-off. Likewise, prior to the execution of the financial partial spin-off agreement through its registration with the Mercantile Registry, to the extent that the financial partial spin-off is necessarily linked to the listing of the shares of INMOCEMENTO, S.A.U. on the Spanish Stock Exchanges, the latter shall adapt its Articles of Association and take such measures and decisions as may be necessary in order to adapt to the requirements deriving from the regulations applicable to listed companies.

- p) Cases in which the financial partial division would not be implemented

The financial partial spin-off will not be executed if, for any reason, the legal requirements for the admission to trading of the shares of INMOCEMENTO, S.A.U. to the Spanish Stock Exchanges cannot be fully complied with, through the Spanish Stock Exchange Interconnection System (SIBE), and/or the authorisations of the competent bodies or authorities in relation to the aforementioned admission to trading are not expected to be obtained. through the Stock Exchange Interconnection System (SIBE) and/or it is not foreseen to obtain the authorisations of the competent bodies or authorities in relation to the aforementioned admission to trading, as well as in those cases in which any event



of social or economic importance for FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. makes it advisable for reasons of corporate interest.

In the event of any of these circumstances, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. will proceed to publish the corresponding announcement in the BORME, also informing on their respective corporate websites (www.fcc.es; www.inmocemento.es).

In the particular case of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., the corresponding notice of "inside information" (IP) will also be published on its corporate website (www.fcc.es) and on the website of the National Securities Market Commission (www.cnmv.es), thus informing the markets that the financial partial spin-off has been terminated, without prejudice to also informing the next General Shareholders' Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

q) Fulfilment of tax and social security obligations

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and INMOCEMENTO, S.A.U. have accredited in the joint financial partial spin-off project that they are up to date in the payment and fulfilment of all their state, autonomous community and local tax obligations, as well as their social security obligations.

r) Applicable tax regime

Pursuant to article 89.1 of Law 27/2014, of 27 November, on corporate income tax, the financial partial spin-off is subject to the tax regime established in Chapter VII of Title VII of the aforementioned Law on corporate income tax, as well as to that provided for in articles 19.2.1 and 45.I.B.10 of Royal Legislative Decree 1/1993, of 27 September, approving the revised text of the tax on property transfers and documented legal acts. I.B.10 of Royal Legislative Decree 1/1993, of 24 September, approving the revised text of the tax on capital transfers and documented legal acts; a regime that allows corporate restructurings to be carried out under the concept of tax neutrality.

Live broadcast of the General Shareholders' Meeting

The General Shareholders' Meeting will be broadcast live on the corporate website (www.fcc.es), to which both shareholders and non-shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will have access.

Electronic Shareholders' Forum

Pursuant to article 539.2 of the Capital Companies Act, from the publication of this notice and until twenty-four (24) hours on 26 June 2024, an Electronic Shareholders' Forum will be available on the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which may be accessed by both shareholders and 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). On the website of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. the Rules of Operation of the Electronic Shareholders' Forum are available, which shareholders must comply with in order to use.



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 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.

Data Protection

The personal data that shareholders provide to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. in the exercise of their rights to attend, delegate and vote at the General Meeting or that are provided by the banking institutions and securities companies and agencies in which such shareholders have their shares deposited, 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 FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. as the party responsible for the management and control of both the shareholder relationship with the Company and the shareholders. A. (IBERCLEAR), shall be processed by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 of 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, thereafter, until any liabilities arising therefrom expire.

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, when such data are merely incidental and strictly for the aforementioned purposes, shall be the legitimate interest of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. 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 the Data Protection Officer of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. directly 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, 16 May 2024. - The Chairman of the Board of Directors.

Esther Alcocer Koplowitz.

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