



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

REPORT OF THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ON THE PROPOSALS FOR APPOINTMENT AND RE-ELECTION OF DIRECTORS (ITEMS 2.1 AND 2.2 OF THE AGENDA)

I. INTRODUCTION

This report is prepared by the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "**Company**" or "**FCC**") in accordance with the provisions of Articles 529 decies.5 of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**Capital Companies Act**") and 16 of the Regulations of the Board of Directors of FCC to justify the following proposals of the Board of Directors for the appointment and re-election of directors that are submitted for approval by the Ordinary General Meeting of Shareholders under items 2.1 and 2.2 of the Agenda:

"Appointment of Ms Esther Alcocer Koplowitz as Proprietary Director.

It is proposed: *"To appoint, following a favourable report from the Appointments and Remuneration Committee, as member of the Board of Directors, with effect from the date of this Meeting and for the statutory period of four (4) years, Ms Esther Alcocer Koplowitz as proprietary director"*.

"Re-election of Mr Juan Rodríguez Torres as Proprietary Director.

It is proposed: *"To re-elect, following a favourable report from the Appointments and Remuneration Committee, Mr Juan Rodríguez Torres as member of the Board of Directors, with effect from the date of this Meeting and for the statutory period of four (4) years, as proprietary director"*.

The **purpose of** this report is to assess the competence, experience and merits of the candidates for directors whose appointment or re-election is proposed to the General Meeting, for which the Board of Directors has taken into account, among other aspects, the knowledge and experience required on the Board of Directors, the suitability of the professional profile of the candidates to the particularities of the business and the growing internationalisation of the Company.

Likewise, the Appointments and Remuneration Committee has previously issued, at its meeting of 16 May 2024, the corresponding favourable reports on the proposals for appointment and re-election of Proprietary Directors.

For the purposes of article 518.e) of the Capital Companies Act, the aforementioned reports of the Appointments and Remuneration Committee include full information on the identity, curriculum vitae and category to which the candidates whose appointment or re-election is proposed belong, as well as the other information required by article 9.d) of the Regulations of the General Shareholders' Meeting of the Company.

II. JUSTIFICATION OF PROPOSALS



As stated above, the appointment of a Proprietary Director and the re-election of a Proprietary Director are proposed to this General Meeting.

Pursuant to article 529 bis of the Capital Companies Act, listed companies must be managed by a Board of Directors composed exclusively of natural persons, with certain exceptions provided for by law. The Board therefore proposes to appoint Esther Alcocer Koplowitz, who until now has held the position of natural person representing the legal person Director Dominum Desga, S.A., as Director.

The Board of Directors has verified that the candidates meet the requirements of respectability, suitability, solvency, competence, experience, qualifications, training, availability and commitment to their duties, and that they are not directly or indirectly affected by any of the causes of incompatibility or prohibition provided by law, the Articles of Association and the Regulations of the Board of Directors.

In addition, in preparing this report, the Board of Directors of the Company has taken into account not only the individual suitability of each of the proposed candidates, but also their contribution to the appropriate diversity of the Board of Directors as a whole, so that the proposed appointment and re-election contribute to the plurality of training, knowledge, professional experience, gender and abilities that best serve the full exercise of their duties by the Board of Directors of FCC.

In this regard, the Board of Directors, with the support and collaboration of the Appointments and Remuneration Committee, has established criteria for the composition of the Board of Directors based on the coordination of the principles of representativeness with those of diversity and independence, taking into account national and international good governance recommendations.

Likewise, the Board of Directors ensures the appropriate stability in its composition in order to maintain the necessary suitability of the Board of Directors as a whole, preserving the experience and knowledge of those who have held the position of director. In this respect, the Board of Directors positively values the continuity on the Board of Directors of both Ms Esther Alcocer Koplowitz, whose appointment as Proprietary Director is proposed, and Mr Juan Rodríguez Torres, whose re-election as Proprietary Director is proposed, given that during their previous term of office (Ms Alcocer as natural person representative of a legal person Director) they have contributed significantly to the efficient functioning of both the Board and the Committees, if any, of which they form part.

Finally, pursuant to article 197 bis of the Capital Companies Act, proposals for the appointment and re-election of directors submitted to the Ordinary General Meeting of Shareholders shall be subject to a separate vote.

III. JUSTIFICATION OF THE PROPOSED APPOINTMENT OF MS. ESTHER ALCOCER KOPLOWITZ AS A PROPRIETARY DIRECTOR

The Board of Directors, on the basis of the Report of the Appointments and Remuneration Committee, the conclusions of which it endorses in all their terms, considers that the inclusion of Ms Esther Alcocer Koplowitz on the Board as Proprietary



Director contributes to ensuring that the Board has among its members directors with the knowledge, skills and experience that, as a whole, enable it to properly perform its functions.

As mentioned in section II of this report, in compliance with the provisions of article 529 bis of the Capital Companies Act, the Board proposes to appoint Ms Esther Alcocer Koplowitz as Proprietary Director, after having held the position of natural person representative of the legal person Director Dominum Desga, S.A. in recent years and that of Chairwoman of the Board of Directors since January 2013.

In this regard, the Board of Directors values very positively the extensive experience of Ms. Esther Alcocer Koplowitz in FCC and her knowledge of the Company and its Group.

Likewise, the Board of Directors highly values the curriculum vitae and business career of Ms. Esther Alcocer Koplowitz, which accredits that she has the appropriate skills, experience and merits to hold the position of Director of the Company.

Likewise, the appointment of Ms. Esther Alcocer Koplowitz contributes to favouring gender diversity in accordance with the selection criteria and procedures set forth in the Regulations of the Board of Directors and in accordance with best practices of good governance.

All of the foregoing justifies, in the opinion of the Board of Directors, her appointment as proprietary director, appointed at the proposal of Esther Koplowitz Romero de Juseu.

IV. JUSTIFICATION OF THE PROPOSAL FOR THE RE-ELECTION OF MR JUAN RODRÍGUEZ TORRES AS PROPRIETARY DIRECTOR

The Board of Directors, on the basis of the Report of the Appointments and Remuneration Committee, the conclusions of which it endorses in all their terms, considers that the performance of Mr Juan Rodríguez Torres as a member of the Board since his appointment has been very appropriate in all respects, taking into account both his good performance as proprietary director and, in particular, as a member of the Executive Committee, the Audit and Compliance Committee and the Appointments and Remuneration Committee, as well as the quality of his work and his dedication to the post.

Likewise, the Board of Directors values very positively the curriculum and business career of Mr Juan Rodríguez Torres, which accredits that he has the appropriate skills, experience and merits to perform his duties as Proprietary Director, having fulfilled his duties of diligence and loyalty to the Company to date.

All of the foregoing justifies, in the opinion of the Board of Directors, his re-election as Director, with the category of Proprietary Director, appointed at the proposal of Control Empresarial de Capitales, S.A. de C.V.



On the other hand, and to the extent that Mr. Juan Rodríguez Torres could carry out, directly or indirectly, an activity that places him in a situation of effective, actual or potential competition with the Company, regulated in article 229 of the Capital Companies Act, it is submitted to the approval of the General Meeting to exempt him from the obligation not to carry out activities that involve effective competition with the Company, in accordance with article 230 of the Capital Companies Act.

Madrid, 16 May 2024