



ORDINARY GENERAL MEETING

ATTENDANCE, PROXY AND ABSENTEE VOTING CARD

Attendance, Proxy and Remote Voting Card for the Ordinary General Shareholders' Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to be held in person and by electronic means at **5:30 p.m. on 12 June 2025**, on first call or, if there is not a quorum, at the same place and time, on 13 June 2025, on second call, to be held at Avenida del Camino de Santiago, 40, 28050 Madrid. **(The Meeting is scheduled to be held on first call.)**

Name and Surname of the	
Account Code	Number of

Signature of the shareholder

At, at of of 2025

DELEGATIO

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

- ☐ The President of the
- ☐ 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.

item	1.1	1.2	1.3	1.4	2.1	2.2	3.1	3.2	4	5	6	7	8*
For													
Against													
Abstention													

(*Item 8 on the agenda is for information only and is therefore not put to the vote).

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 all members of the Board of Directors are in a situation of conflict of interest in relation to: (i) item 1.2 of the Agenda regarding the corporate management of the Board and (ii) items 3.1 and 3.2 of the Agenda regarding the Annual Report on Remuneration and the Remuneration Policy of the Directors, respectively. Likewise, the following are in a situation of conflict of interest: (i) in relation to item 2.1 of the Agenda, the director whose re-election is proposed, and (ii) 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 arise 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

On, at of of 2025 On, at of of

VOTING

Shareholders holding the shares indicated above shall exercise their voting rights in favour of all resolutions proposed by the Board of Directors in relation to 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	3.1	3.2	4	5	6	7	8*
In													
Abstentio													

(*Item 8 on the agenda is for information only and is therefore not put to the vote).

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 it will be understood that the shareholder abstains in relation to such proposed resolutions):

NO



Signature of the shareholder

At, at of of 2025

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



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 notice of the General Meeting, following the instructions set out in the notice of call and in the document *Means and Procedures for Granting Proxies at the General Meeting, as well as for the exercise of remote voting before 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 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 aforementioned means must be received by the Company before 11:59 p.m. on 11 June 2025. Otherwise, the proxy will 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

Voting prior to the General Meeting 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 notice of the General Meeting, following the instructions set forth in the notice of call and in the document *Means and Procedures for Granting Proxy at the General Meeting, as well as for the exercise of remote voting prior 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 qualified or advanced electronic signature, in accordance with the terms set forth in the notice of call.

Votes cast by any of the aforementioned means must be received by the Company before 11:59 p.m. on 11 June 2025. 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, as the case may be, of the annual accounts and management reports for the financial year 2024 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 2024 financial year.
 - 1.3. Examination and approval, if applicable, of the statement of non-financial information for the financial year 2024, which forms part of the consolidated management report.
 - 1.4. Examination and approval, if appropriate, of the proposal for the application of the result for the financial year 2024.
2. Re-election of Directors. Fixing the number of members of the Board of Directors:
 - 2.1. Re-election of Ms. Alicia Alcocer Koplowitz as Proprietary Director.
 - 2.2. Determination of the number of members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.
3. Remuneration of the members of the Board of Directors:
 - 3.1. Submission of the Annual Report on Directors' Remuneration for the financial year 2024 to a consultative vote.
 - 3.2. Approval of the Directors' Remuneration Policy.
4. 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 with a par value of 1 euro each, without share premium, of the same class and series as those currently outstanding, charged to reserves; and (ii) the offer to acquire free-of-charge allocation rights at a guaranteed price (0,50 euros per right). Express provision for the possibility of incomplete allotment. Delegation of powers.
5. Authorisation to the Board of Directors, with powers of substitution, to increase, on one or more occasions, the share capital by means of monetary contributions, in accordance with article 297.1.b) of the Capital Companies Act, up to half the amount of the share capital, within a maximum period of 5 years, and with the power, where appropriate, to agree the exclusion of pre-emptive subscription rights up to a maximum of 20% of the share capital.
6. Reduction of the deadline for convening Extraordinary General Meetings.
7. Delegation for the development, elevation to public deed, registration, correction and execution of the adopted agreements.
8. Information to the General Meeting on the amendment of the Board of Directors' Regulations approved at its meeting of 29 July 2024.

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