FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

REMUNERATION POLICY FOR BOARD MEMBERS OF FOMENTO DE

CONSTRUCCIONES Y CONTRATAS, S.A.
CONSTRUCCIONES Y CONTRATAS, S.A. (2026- 2027-2028)

1. INTRODUCTION

Pursuant to Article 529 novodecies.1 of the revised text of the Capital Companies Act (hereinafter, the "**Capital Companies Act**" or "**LSC**"), the General Shareholders' Meeting of listed companies is responsible for approving the remuneration policy for its directors, as a separate item on the agenda and for its application for a maximum period of three fiscal years, although the General Shareholders' Meeting may determine that the proposed new remuneration policies shall apply from the date of approval and for the following three fiscal years.

In this regard, the Board of Directors of Sociedad de Fomento de Construcciones y Contratas, S.A. (the "**Company**" or "**FCC**"), with the favorable report of the Appointments and Remuneration Committee, at its meeting held on April 29, 2025, has assessed and agreed to submit this Directors' Remuneration Policy for the years 2026 to 2028 (hereinafter, the "**Remuneration Policy**") for the approval of the Ordinary General Shareholders' Meeting to be held in 2025.

This new Remuneration Policy is a continuation of the previous one, in force until December 31, 2025, as regards the principles, structure and content of the remuneration package for directors (both in their capacity as such and for the performance of executive functions), which was widely accepted by the shareholders, having been approved in 2022 with the favorable vote of 93.54% of the capital present or represented at the General Shareholders' Meeting.

In particular, this Policy has been prepared in accordance with the provisions Articles 529 novodecies of the Capital Companies Act and 38 of the Company's Bylaws.

2. GENERAL PRINCIPLES

The general principles and foundations of the Compensation Policy are as follows:

- The compensation policy must comply with the following criteria set forth in Article 28 of the Board of Directors Regulations:

    (i) Directors' remuneration should be sufficient to attract and retain directors with the desired profile and to reward the dedication, qualifications and responsibility that the position requires, but not so high as to be excessive.

to compromise the independent judgment of non-executive directors;

(ii) That in the event of remuneration through the delivery of shares in the Company or Group companies, options or rights on shares or instruments referenced to the value of the share, variable remuneration linked to the Company's performance and personal performance or long-term savings systems such as pension plans, retirement systems or other social welfare systems, these should be limited executive directors, unless, in case of delivery of shares as remuneration to non-executive directors, the same is conditioned to the directors maintaining them until they cease to be directors;

(iii) That in the event of remuneration related to the Company's results, such remuneration should take into account any qualifications stated in the external auditor's report and reduce such results; and

(iv) In the case of variable remuneration, remuneration policies should incorporate the necessary technical safeguards to ensure that such remuneration is related to the professional performance of the beneficiaries and does not simply derive from the general evolution of the markets or the Company's sector of activity or other similar circumstances.

- On the other hand, in accordance with the provisions of Article 38 of the Company's Bylaws, the Remuneration Policy takes into account the functions and responsibilities exercised by each of the directors within the Board and its Committees.

  Likewise, in accordance with the aforementioned Article 38 of the Company's Bylaws, the remuneration of the Board Members must in all cases be in reasonable proportion to the importance of the Company, its economic situation at any given time and the market standards of comparable companies. The remuneration system established shall be aimed at promoting the long-term profitability and sustainability of the Company and shall incorporate the necessary precautions to avoid the excessive assumption of risks and the rewarding of unfavorable results.

  In this regard, the Remuneration Policy seeks to ensure that directors receive market and competitive remuneration, which is in line with that paid by companies of similar size and activity, and is subject to periodic review by the Appointments and Remuneration Committee so that it can propose to the Board any modifications that may be appropriate.

- Likewise, for the preparation of the Remuneration Policy, remuneration of the different levels of the Company's employees has been analyzed taking into account the size of the Company and the market standards in comparable companies, acting in the same way with respect to the directors.

In particular, the remuneration of employees, both managerial and non-managerial, is based on the criteria of position, functions and competencies, professional value and degree of responsibility, as well as on the circumstances of the company, the country and the market in which each employee is located.

Based on these criteria, the Group maintains, at all levels, what is considered a fair and reasonable compensation system.

Likewise, as established in this Remuneration Policy, in determining the objectives that determine the variable remuneration of executive directors, the same guidelines are followed as those implemented in the companies in which FCC has holdings to determine the variable remuneration of management personnel.

- On the other hand, Article 38 of the Company's Bylaws highlights the relative importance of variable compensation items with respect to fixed compensation items and the criteria followed to determine the different components of the directors' compensation package (*compensation mix*).

  Variable compensation shall be established, implemented and maintained in line with the Company's business and risk management strategy, risk profile, objectives, risk management practices, and the short, medium and long-term performance and interests of FCC as a whole, and shall be aimed at avoiding conflicts of interest.

3. REMUNERATION POLICY DETERMINATION PROCESS

Based on legal and statutory regulations, the Company's Appointments and Remuneration Committee is responsible for informing and proposing to the Board of Directors the Directors' Remuneration Policy, as well as ensuring its observance.

Thus, in determining this Policy, the Board of Directors of the Company, which is responsible for the reasoned decision regarding the proposal thereof for approval by the General Shareholders' Meeting, on the basis of the legal and statutory regulations and the aforementioned principles, prepares the proposal for the Directors' Remuneration Policy, and the Appointments and Remuneration Committee, in turn, issues the mandatory specific report.

In the process of preparation, determination, review and application of the Remuneration Policy in force at any given time, the adequate management of any possible conflict of interest is guaranteed. In this regard:

(i) The composition of the Appointments and Remuneration Committee, which adopts decisions relating to the Remuneration Policy, does not include any executive director and is chaired by an independent director, and may be assisted by external advisors when deemed appropriate.

(ii) The Appointments and Remuneration Committee reviews, on an annual basis, the monitoring of the policy in force and compliance with the budgets established for the accrual of variable remuneration of executive directors, submitting a report to the Board of Directors in this respect.

(iii) The executive directors do not participate in the debate and discussion of the resolutions adopted annually by the Board of Directors in execution of the Remuneration Policy in force at any given time.

4. THE ANNUAL REMUNERATION TO BE RECEIVED BY THE DIRECTORS FOR THEIR MEMBERSHIP OF THE BOARD AND ITS VARIOUS COMMITTEES

Article 529 septdecies of the Capital Companies Act establishes that the remuneration of the functions that the directors are called upon to perform in their capacity as such, as members of the collegiate body or its committees, must comply with the remuneration system provided for in the bylaws in accordance with the Capital Companies Act and this Remuneration Policy. Likewise, the Remuneration shall establish at least the maximum amount of the annual remuneration to be paid to all the directors in their condition as such and the criteria for its distribution according to the functions and responsibilities attributed to each one of them, with the Board of Directors being responsible for determining the individual setting of the remuneration of each director in their condition as such, subject to a report from the Appointments and Remuneration Committee.

In accordance with the foregoing, Article 38 of the Company's Bylaws establishes the following criteria in relation to the remuneration of directors in their capacity as such:

(i) The remuneration of the directors in their capacity as such shall consist of a share in the net profits, which may not exceed two percent (2%) of the profit for the year attributed to the Company in the consolidated financial statements of the Group of which it is the parent company, after covering the legal reserve, and after having recognized to the shareholders a minimum dividend of four percent (4%) of the par value of the shares.

(ii) Likewise, the directors shall receive per diems for attending the meetings of the Board of Directors and its Committees.

(iii) The Board of Directors shall set the individual remuneration of each director in his capacity as such, based on maximum limit of the annual remuneration to be paid to all the directors for their membership of the Board and its various Committees established in this Policy, taking account the functions and responsibilities exercised by each of them within the Board itself or its internal Committees and other criteria set forth in the Regulations of the Board of Directors.

The maximum limit of the annual remuneration to be paid to all the Board Members for their membership of the Board and its various Committees shall be 1,000,000 euros.

A mixed remuneration system is thus established, which will be comprised of two components:

4.1. Remuneration based on a share of net income.

The annual remuneration received by the directors for their membership of the Board or its various Committees shall consist of a share in the net profit for the year recorded in the Group's consolidated financial statements, which may in no case exceed 2% of such profit and after covering the legal reserve, and after having recognized a minimum dividend to shareholders of 4% of the par value of the shares.

In any case, the General Shareholders' Meeting shall be responsible for deciding on this remuneration item, setting the percentage corresponding to each year, always within the statutory framework and the provisions of this Remuneration Policy.

4.2. Remuneration for actual attendance at meetings of the Board of Directors and its Committees.

The Board Members shall be paid a per diem for the effective attendance, in person or by remote means of communication (such as videoconference or multiconference), to the meetings held by the Board or its Committees.

The specific determination of the amount of the per diems for the effective attendance to the meetings of the Board, Executive Committee, Audit and Control Committee and Appointments and Remuneration Committee shall be agreed annually by the Board of Directors.

For fiscal year 2026, the amount of such compensation per meeting and per director shall be as follows:

PAYMENT FOR ACTUAL ATTENDANCE	AMOUNT PER MEETING (IN EUROS)
Board of Directors	3,250 euros
Executive Committee	2,050 euros
Audit and Control Committee	2,000 euros
Appointments and Remuneration Committee	2,000 euros

Such amount shall be maintained in the following fiscal years in which this Policy is in force, unless such amount is modified by the Board of Directors.

Within the remuneration of non-executive directors, there are no variable remuneration items linked to the value of FCC shares or any other instrument.

4.3. Other remuneration.

In accordance with Article 38 of the Company's Bylaws, the Company shall maintain directors' liability insurance under the usual conditions and in accordance with the circumstances of the Company itself.

An accident policy has been taken out for all directors, both in the performance of their duties and for their personal lives, which covers them:

- Death by accident
- Death due to traffic accident

The duration of this policy is one year, renewable annually, with a premium of 3,847.06 euros.

5. THE REMUNERATION OF THE DIRECTORS FOR THE PERFORMANCE OF EXECUTIVE DUTIES

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ECUTIVE FUNCTIONS

Article 529 octodecies of the Capital Companies Act establishes that the remuneration of the executive functions of the Chief Executive Officer and other directors to whom such functions are attributed by virtue of other titles must comply with the Bylaws and, in any case, with this Policy and the contracts approved in accordance with the provisions of the Capital Companies Act. In this regard, the Policy must establish at least the amount of the fixed annual remuneration corresponding to the directors for the performance of their executive duties and other provisions established in the Law.

For the performance of executive duties, executive directors shall be entitled to receive the remuneration (including, if applicable, salaries, bonuses, indemnities for early termination of such duties and amounts to be paid by the Company as insurance premiums) which, following a report from the Appointments and Remuneration Committee and by resolution of the Board of Directors, are deemed appropriate, subject to the limits resulting from the applicable legislation, the Company's Bylaws and this Policy.

The principles of the Company's Remuneration Policy, applicable to the remuneration of executive directors, include the following:

1. Remuneration must be in line with shareholders' interests, aimed at long-term value creation and be compatible with a sound management of the company.

and with FCC's strategy, values and interests.

2. The variable part of the remuneration must be commensurate with the achievement of the agreed objectives within the framework of prudent risk management.

3. Overall compensation must be competitive, with the objective of attracting and retaining directors with the desired profile.

4. Conflicts of must be avoided.

In this regard, in relation to the compensation of directors who perform executive functions, the Policy seeks to establish an attractive compensation scheme to attract and retain talent, and on the other , to establish an appropriate balance between the Company's results and the assumption of risks. In particular, the establishment of a variable remuneration linked, among other criteria, to the Company's results, contributes effectively to the achievement of the Company's interests and sustainability, promoting the creation of value for the different stakeholders.

5.1. Fixed components.

In addition to the aforementioned right of the members of the Board of Directors to receive compensation based on their participation in the Company's net income, and attendance fees based on their actual attendance at meetings of the Board of Directors and its Committees, the directors who perform executive duties shall receive a fixed annual amount for the performance of such duties.

The fixed annual remuneration corresponding to each of the executive directors for the performance of executive functions shall be established in accordance with their functions, level of responsibility and professional profile.

The Chief Executive Officer is the only director who receives fixed compensation for the performance of his executive duties.

For the 2026 fiscal year, the fixed annual compensation of the Chief Executive Officer, as determined by the Board of Directors, amounts to 786,588.18 euros.

This fixed annual remuneration shall be reviewed annually by the Appointments and Remuneration Committee.

The increases agreed upon must be justified on the basis of the following criteria:

– The contribution of the executive Director in the performance of his duties.

– Consistency with the evolution of the rest of the management team.

– The Company's performance.

– Market references.

These possible updates of the Chief Executive Officer's annual fixed remuneration may not exceed 20% of the annual fixed remuneration in force at the time the update is agreed.

These remuneration increases will be duly disclosed in the Annual Report on Directors' Remuneration which, on an annual basis, is submitted to the consultative vote of the General Shareholders' Meeting.

5.2. Variable components.

The Chief Executive Officer is the only executive director of the Company who receives variable remuneration, which may amount to up to 25% of his fixed remuneration, in the event that the objectives set are met.

For the calculation of the variable compensation for each year, the actual fixed salary received during that year (from January to December) will be taken as the basis.

The variable compensation of the Chief Executive Officer is structured as follows:

a. 50% of their variable remuneration will be directly conditioned to the fulfillment of the Company's objectives, for the valuation of which the EBITDA and operating *cash flow* results for the corresponding financial year will be taken into account as parameters, following the guidelines implemented in the companies in which FCC has holdings to determine the variable remuneration of management personnel. For the determination of the part of the variable remuneration linked to financial parameters, specifically, the evolution of the EBITDA and operating *cash flow* of the different business areas of the Company, the specific objectives are established in the budget for the year in question approved by the Board of Directors of FCC, so that, at the end of the year, compliance with the objectives is verified and, based on this, the variable remuneration corresponding to the managing director is fixed in the part relating to compliance with financial objectives, in the same way as that corresponding to the rest of the Company's management personnel is determined.

   In this respect, for the determination of this part of the variable compensation, a scale of the degree of achievement of the objectives is applied, between a minimum degree of achievement of 100% and a maximum degree of achievement of 110%. The intermediate values correspond to a scale of achievement calculated by linear interpolation. If 100% of the target is achieved, 60% of the weighting assigned to this will be applied, applying the linear interpolation and up to a maximum of 100% of the corresponding part of the variable remuneration.

b. The remaining fifty percent (50%) of the recognized variable will depend directly on the degree of compliance by the Chief Executive Officer with the objectives entrusted to him/her, particularly with respect to the Company's long-term sustainability objectives referred to in section 6 of this Policy, with the decision regarding the specific amount corresponding to the Company's Board of Directors, following a report from the Appointments and Remuneration Committee].

In this regard, at the end of each fiscal year, the Company's Appointments and Remuneration Committee shall evaluate the performance of the Chief Executive Officer and the degree of achievement of the objectives set for the determination of the Chief Executive Officer's variable remuneration and shall submit the corresponding report to the Board of Directors. The Board of Directors, on the basis of the Committee's report, will determine the variable remuneration corresponding to the Chief Executive Officer. All of the above will be duly reported in the Company's Annual Remuneration Report.

5.3. Remuneration in kind.

The Chief Executive Officer receives the following items as compensation in kind:

a. Travel insurance:

Accident insurance for travel in connection with the performance of their professional responsibilities in the Company, by plane, train or ship, which the Company has established in general for the management team.

601,012.10 per person, with a maximum of 6,000,000 euros per claim, and the premium is paid in full by the company.

b. Death by accident or permanent total disability insurance:

A death by accident or permanent total disability insurance policy that the Company has established for the management team and that is intended to cover accidents resulting in death or permanent total disability, within or outside working hours, under the terms and conditions of the policy in force.

The coverage for both contingencies will cover the amount of one year of their respective fixed salaries and the amount of the premium will be paid in full by the Company.

c. Medical Insurance:

The Company will assume [50]% of the payment of health insurance for the Chief Executive Officer and his family, as is generally established for the management team.

5.4. Compensation of the Chief Executive Officer.

In the event that the contractual relationship is terminated by the Chief Executive Officer for any of the following reasons:

- Substantial changes in working conditions that are notoriously detrimental to their professional training, undermine their dignity, or are decided in serious breach of good faith on the part of the company.

- Lack of payment for three (3) consecutive months or six (6) alternate months, or continuous delay in the payment of the remuneration agreed under the contract.

- Succession of a company or a significant change in the ownership of the company, resulting in a renewal of its governing bodies or in the content of its main activity, provided that the termination takes place within three months of the occurrence of such changes.

- Any other serious breach of its contractual obligations by the Company, except in the event of force majeure, in which case no compensation shall be payable,

As in the case of free and unilateral withdrawal of the company, the Chief Executive Officer shall be entitled to receive an indemnity resulting from the sum of the following two items:

a) The amount resulting from liquidating with the calculation date, the beginning of the contractual relationship (and in accordance with the regulations applicable on that date), the employment relationship that the executive director previously had with any company of the FCC Group.

b) The amount resulting from multiplying seven (7) days of salary by the number of years elapsed from the date of commencement of the contractual relationship until the time of termination thereof.

The early termination of the previous relationship, unless there is a justifiable cause for fair dismissal, will entail a severance payment under the terms established by the Workers' Statute in relation to unfair dismissal.

5.5. Other conditions applicable to the Chief Executive Officer.

- **Duration:** The duration of the contract shall be indefinite.

- **Exclusivity and non-competition**: The dedication must be exclusive and therefore may not enter into service contracts with other companies or entities.

  There is a non-competition agreement for a period of one year after the termination of the contract. Certain non-competition and non-competition prohibitions are

The Company's customer, employee and supplier acquisition programs, which are enforceable for one year after their termination.

- **Notice**: At least three (3) months' written notice must be given both in the event that the contract is terminated by the Chief Executive Officer, and in the event that the termination is due to free and unilateral withdrawal of the Company.

- **Code of Conduct**: The obligation to strictly observe the provisions of the Code of Conduct with respect to confidentiality, professional ethics and conflict of interest is established.

- **Conflicts of interest**: Articles 22 and 23 of the Regulations of the Board of Directors of FCC establish that directors have a duty to abstain from attending and intervening in deliberations that affect matters in which they may be interested, directly or indirectly, and from voting in the corresponding decisions. Likewise, the directors must inform the Board, through the Corporate Responsibility Department or any other department that may replace it, with due notice, of any situation that may involve a conflict of interest with the interests of the Company or those of the group of companies integrated in the FCC Group or its related companies.

- **Liability:** Pursuant to Article 29.1 of the Board Regulations, the directors shall be liable to the Company, to the shareholders and to the Company's creditors for any damage caused by acts or omissions contrary to the Law or the Bylaws or for those performed in breach of the duties inherent to their position, provided that there has been fraud or negligence.

6. CONTRIBUTION OF THE REMUNERATION POLICY TO THE STRATEGY, INTERESTS AND LONG-TERM SUSTAINABILITY OF THE COMPANY

As mentioned above, the Company's profitability and sustainability are among the principles on which the Remuneration Policy is based.

In this sense, the Remuneration Policy aims to provide long-term incentives for the sustainable achievement of results and alignment with the interests of shareholders and all the Company's stakeholders.

In this regard, the Remuneration Policy has been and will continue to be a fundamental instrument for making sustainability a concept integrated into the day-to-day work of all areas of the Company. In this line and in the development of its corporate activity, FCC designs, carries out and manages in an efficient and sustainable manner environmental services, integral water management and the construction of large-scale projects.

infrastructure in order to contribute to the business strategy and to the long-term interests and sustainability of the Company.

Likewise, the Chief Executive Officer's compensation shall incentivize his or her performance and professional performance and reward value creation. In particular, the variable components of the Chief Executive Officer's remuneration shall be linked to predetermined and measurable objectives established by the Board of Directors in accordance with the principles of this Policy, which consider the risk assumed in order to obtain a result, promote the sustainability of the Company and are configured on the basis of a balance between the fulfillment of short-, medium- and long-term objectives.

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