



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

FULL TEXT OF THE PROPOSED RESOLUTIONS MADE BY THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS CALLED TO BE HELD ON 24 JUNE 2026, AT FIRST CALL OR, WHERE APPROPRIATE, ON 25 JUNE 2026, AT SECOND CALL.

1. Annual accounts and corporate management:

1.1. Examination and approval, if applicable, of the annual accounts and management reports, corresponding to the 2025 financial year, of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and its Consolidated Group.

It is proposed: "To approve the annual accounts and the management report corresponding to the fiscal year ended December 31, 2025 of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "**Company**" or "**FCC**"), as well as those of its Consolidated Group. These documents have been favourably reported by the Audit and Control Committee and audited by the Company's Auditor."

1.2. Examination and approval, if applicable, of the company's management during the 2025 financial year.

It is proposed: "To approve the management of the Board of Directors of the Company during the fiscal year ended December 31, 2025."

1.3. Examination and approval, where appropriate, of the statement of non-financial information for the financial year 2025 and which is part of the consolidated management report.

It is proposed: "To approve the consolidated statement of non-financial information for the year ended December 31, 2025, which is an integral part of the consolidated management report for the aforementioned year. This document has been verified by the independent provider of the verification services."

1.4. Examination and approval, if applicable, of the proposal for the application of the result for the 2025 financial year.

In view of the profit and loss account for the Company's fiscal year ended December 31, 2025, it is proposed:

"Apply the result of the 2025 financial year, with a profit of 947,093,740.70 euros, as follows

- A Legal reserve: 3,623,180.40 euros.
- To be offset Negative results from previous years: 943,470,560.30 euros



1.5. Distribution of a cash dividend of €0.50 gross per share, charged to the share premium.

It is proposed: "To distribute from the reserve "by share premium", a dividend of 0.50 euros gross per share of FCC entitled to receive it.

The dividend payment will take place between July 13 and 17, 2026.

The distribution of this dividend will be made through the participating entities adhered to the "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (IBERCLEAR). On the gross amount that is paid, the withholding required by the applicable regulations, as the case may be, shall be made."

2. Appointment of the auditors of the Company and its Consolidated Group.

It is proposed: "To appoint, at the proposal of the Audit and Control Committee, as Auditor of the Company and its Consolidated Group for the years 2027, 2028 and 2029, the firm Deloitte Auditores, S.L., registered in the Official Register of Auditors of Accounts (ROAC) under number S0692, with address at 28020 Madrid, Plaza Pablo Ruiz Picasso, 1, Torre Picasso and NIF B-79104469."

3. Re-election of a Director, exemption from the obligation of non-competition and fixing of the number of members of the Board of Directors:

In accordance with the provisions of article 529 decies of the consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July, the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Council itself, in other cases, the proposal must be accompanied in all cases by a justifying report from the Council in which the competence, experience and merits of the proposed candidate are assessed. Likewise, the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

These documents have been made available to shareholders on the Company's website from the time of publication of the announcement of the call for the General Meeting.

3.1. Re-election of Mr. Pablo Colio Abril as Executive Director.

It is proposed: "To re-elect, following a favourable report from the Appointments and Remuneration Committee, as a member of the Board of Directors, with effect from the date of this Meeting and for the statutory period of four (4) years, Mr. Pablo Colio Abril with the category of Executive Director."



3.2. Exemption 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, with respect to Mr. Pablo Colio Abril.

In accordance with the provisions of Article 229 of the Capital Companies Act, the members of the Board of Directors must refrain from carrying out activities on their own behalf or on behalf of others that involve effective competition, whether current or potential, with the Company or that, in any other way, place them in a permanent conflict with the interests of the Company. For its part, Article 230 of the Capital Companies Act allows the General Meeting to exempt the director from this obligation in the event that no damage to the Company can be expected or that which can be expected to be compensated by the benefits expected to be obtained from the exemption.

Under item 3.1 of the Agenda, the re-election of the director Mr. Pablo Colio Abril, whose professional profile has been made available to the shareholders, is submitted for approval by the General Meeting. This director is an executive director of FCC and, in addition to holding positions in other companies of the FCC Group, he is a director of the Mexican companies Carso Infraestructuras y Construcción S.A.B. DE C.V. (CICSA), Constructora Terminal Valle de México S.A. de C.V., Servicios Terminal Valle de México S.A. de C.V. and Servicios C.T.V.M. S.A. de C.V., entities that carry out certain activities in the construction, real estate, cement and concessions sectors.

Although to date it cannot be considered that the director whose re-election is proposed directly or indirectly carries out an activity that places him or her in a situation of permanent conflict with the interests of the Company, given that article 229 of the Capital Companies Act also refers to "potential" competition and a broad interpretation of this term could be made, to avoid any risk of not complying with the terms of the Law and, to the extent that no damage to the Company can be expected, but on the contrary, possible synergies with FCC derived from future business opportunities in Latin America, which is foreseeable to result in benefits for the Company for the purposes of the provisions of article 230 of the Capital Companies Act, the exemption for the aforementioned director to have direct or indirect participation, as well as to hold management and/or administrative positions, in the aforementioned company is submitted to a vote of this General Meeting.

On the basis of the foregoing, it is proposed: "To dispense and, therefore, allow Mr. Pablo Colio Abril to participate directly and indirectly, as well as to hold management and/or administrative positions in the Mexican companies Carso Infraestructuras y Construcción S.A.B. DE C.V. (CICSA), Constructora Terminal Valle de México S.A. de C.V., Servicios Terminal Valle de México S.A. de C.V. and Servicios C.T.V.M. S.A. de C.V., entities that carry out certain activities in the construction, real estate, cement and concessions sectors".



3.3. Determination of the number of members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

It is proposed: "Within the minimum and maximum number determined in the Bylaws, the number of members of the Board of Directors of the Company is set at eleven (11)."

4. Submission to a consultative vote on the Annual Report on Directors' Remuneration for the 2025 financial year.

In accordance with the provisions of articles 541 of the consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July and 38 of the Bylaws, the Board must prepare an annual report on the remuneration of directors. At its meeting held on February 25, 2026, the Board of Directors of the Company, following a favorable report from the Appointments and Remuneration Committee, approved the Annual Report on Directors' Remuneration, which was published as "Other Relevant Information" on the website of the National Securities Market Commission on February 26, 2026 and has been made available to shareholders on the website of the Company from the moment of publication of the announcement of the call for the General Meeting.

On the basis of the above, it is proposed: "To approve, on a consultative basis, the Annual Report on the Remuneration of FCC Directors for the 2025 financial year."

5. Reduction of the deadline for calling Extraordinary General Meetings.

Article 515 of the Capital Companies Act allows the deadline for calling Extraordinary General Meetings to be reduced to a minimum of fifteen (15) days in advance, provided that the Company allows all its shareholders to vote by electronic means and such reduction is agreed at the Ordinary General Meeting with the favourable vote of the shareholders they represent. at least two-thirds of the subscribed share capital with voting rights. The Law provides that the agreement to reduce the term is only in force until the date of the next Ordinary General Meeting.

On the basis of the above, it is proposed: "To approve, in accordance with the provisions of article 515 of the Capital Companies Act, that the Extraordinary General Meetings may be convened, where appropriate, at least fifteen days in advance. This agreement will be in force until the date of the next Ordinary General Meeting."

6. Delegation for the development, elevation to the public, registration, correction and execution of the agreements adopted.

It is proposed: "To empower the Board of Directors, as well as the Chief Executive Officer, the Secretary (non-Director) and the Deputy Secretary (non-Director) of the Board of Directors and the other members of the Board, so that any of them may, jointly and severally and indistinctly, interpret, correct, complement, execute and develop the resolutions adopted at this Meeting, as well as: (i) to make public the aforementioned agreements and agree on everything necessary for their development and compliance;



(ii) to sign as many public or private documents as may be necessary or convenient, and to carry out any actions necessary in their execution, including the publication of legal announcements, before any public or private bodies or instances, until they are registered in the Mercantile Registry or any other, and may even grant deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written qualification of the the corresponding registrar – and may even proceed to request the partial registration of the registrable agreements – and any other competent public or private body; and (iii) to draw up as many public or private documents as may be necessary or convenient and to carry out all the relevant procedures before the National Securities Market Commission, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), the Governing Companies of the Stock Exchanges and any other public or private body, entity or registry, both national and international, in order to execute and bring to a successful conclusion the approved agreements, as well as for the processing of the files and documentation of all kinds that may be necessary before public or private bodies and, in general, for any actions related to the agreements adopted at this General Meeting.

The Board of Directors is expressly authorized, under the provisions of article 249 bis.1) of the Capital Companies Act, to subdelegate (with the power of substitution when appropriate) to the Executive Committee, the director or directors it deems appropriate, each and every one of the powers granted to the Board of Directors by virtue of this resolution."