



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

JUSTIFYING REPORT OF THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ON THE PROPOSAL FOR THE RE-ELECTION OF MR. PABLO COLIO ABRIL REFERRED TO IN ITEM 3.1 OF THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS CALLED TO BE HELD ON JUNE 24, 2026, AT FIRST CALL OR, IN ITS CASE, ON JUNE 25, 2026, IN THE SECOND CALL.

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 consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**Capital Companies Act**").") and 16 of the FCC Board of Directors Regulations to justify the following proposal by the Board of Directors for the re-election of a director to be submitted for approval at the Ordinary General Shareholders' Meeting under item 3.1 of the Agenda:

"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."*»

The **purpose** of this report is to assess the competence, experience and merits of the Director whose re-election is proposed at the General Meeting, for which the Board of Directors has taken into account, among other aspects, the knowledge and experience required by the Board of Directors, the adequacy of the candidate's professional profile to the particularities of the business and the growing internationalization of the Company.

Likewise, the Appointments and Remuneration Committee has previously issued, at its meeting on 29 April 2026, the corresponding favourable report on the proposal for the re-election of the Executive Director.

For the purposes of Article 518.e) of the Capital Companies Act, the aforementioned report of the Appointments and Remuneration Committee includes complete information on the identity, curriculum vitae and category to which the Director whose re-election is proposed belongs, as well as the other information required by Article 9.d) of the Regulations of the Company's General Meeting.

II. JUSTIFICATION OF THE PROPOSAL

As indicated above, the re-election of Mr. Pablo Colio Abril as Executive Director is proposed to this General Meeting.



The Board of Directors has verified that Mr. Pablo Colio Abril meets the requirements of good repute, suitability, solvency, competence, experience, qualification, training, availability and commitment to his function, and that he is not involved, directly or indirectly, in any of the causes of incompatibility or prohibition provided for in the Law, the Bylaws and the Regulations of the Board of Directors.

In addition, the Company's Board of Directors has taken into account, in preparing this report, not only the individual suitability of the Director whose re-election is proposed, but also his or her contribution to the appropriate diversity of the Board of Directors as a whole, so that he or she contributes to the plurality of training, knowledge, professional experience and skills that best serve the full exercise of its functions by the Board of Directors of FCC.

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 been exercising the position of director. In this regard, the Board of Directors appreciates the continuity on the Board of Directors of Mr. Pablo Colio Abril, given that during his previous term of office he has made a significant contribution to the effective functioning of both the Board and the Executive Committee of which he is a member.

III. CONCLUSION

The Board of Directors, on the basis of the report of the Company's Appointments and Remuneration Committee, which is included in the Annex and whose conclusions it endorses in all its terms, considers that the performance of Mr. Pablo Colio Abril as a member of the Board since his appointment has been very appropriate in all its aspects, taking into account both his good performance in the position of Chief Executive Officer and, in his capacity as a member of the Executive Committee; as well as the quality of their work and their dedication to the position.

Likewise, the Board of Directors values very positively the curriculum and business career of Mr. Pablo Colio Abril, which prove that he has the appropriate skills, experience and merits to perform his duties as Executive Director, having complied with the duties of diligence and loyalty to the Company until now.

All of the foregoing justifies, in the opinion of the Board of Directors, the re-election of Mr. Pablo Colio Abril as Director, with the category of Executive.

Madrid, 29 April 2026



ANNEX

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL OF THE BOARD OF DIRECTORS FOR THE RE-ELECTION OF MR. PABLO COLIO ABRIL AS EXECUTIVE DIRECTOR.

I. INTRODUCTION

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 ("**Capital Companies Act**"), the proposals for the appointment or re-election of the members of the Board of Directors correspond to the Appointments and Remuneration Committee. in the case of independent directors, and the Board itself, in other cases, and the proposal must be accompanied in all cases by a justifying report from the Board assessing the competence, experience and merits of the proposed candidate. 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.

In this regard, in accordance with Article 18 of the Regulations of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "**Company**" or "**FCC**"), prior to any re-election of directors submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report evaluating the quality of work and dedication to the position of the directors proposed during the previous term of office.

In addition, Article 9.d) of the Regulations of the Company's General Meeting contains certain information that must be made available to shareholders on the occasion of the publication of the notice of call to the General Meeting with respect to each director whose appointment or re-election is proposed, and which is set out as set out in section III of this report.

To this end, the Company's Appointments and Remuneration Committee, at its meeting on 29 April 2026, has unanimously agreed to submit this report to the Company's Board of Directors, in accordance with the provisions of the aforementioned article 529 decies, paragraph 6, of the Capital Companies Act. regarding the proposal for the re-election of Mr. Pablo Colio Abril as Executive Director.

II. SUITABILITY ASSESSMENT

The Appointments and Remuneration Committee has considered that the performance of Mr. Pablo Colio Abril as a member of the Board of Directors of the Company has been very appropriate since his appointment in all its aspects, taking into account both his performance of the position of Chief Executive Officer and, in his capacity as a member of the Executive Committee, such as the quality of their work and their dedication to the position.



The Appointments and Remuneration Committee also highly valued Mr. Pablo Colio Abril's extensive experience at FCC of more than 26 years and his knowledge of the Company and its Group, from the perspective of its businesses and the sector of activity to which it belongs, its corporate and organisational structure, and its corporate culture, whose values he has shown to share with the impeccable performance of his position since his appointment.

In this regard, the dedication shown during the previous mandates by Mr. Pablo Colio Abril, his participative and informed attitude in meetings, his ability to make critical judgments and independently of the opinions of third parties, and to look after the social interests in the exercise of his position demonstrate his commitment to FCC and his Group.

In turn, the Committee has concluded that the curriculum and business career of Mr. Pablo Colio Abril amply demonstrate that he has the appropriate skills, experience and merits to continue fulfilling his duties as Executive Director, having carried out this position until now with diligence and loyalty, acting in good faith and in the best interest of the Company.

The Committee has analysed the rest of the Director's professional activities, considering that there are no potential conflicts of interest that could generate undue influence from third parties and that he continues to have sufficient time to carry out the functions inherent to the position of member of the Board of Directors of FCC.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to report favorably on the proposal of the Board of Directors for the re-election of Mr. Pablo Colio Abril as a member of the Board of Directors of the Company, with the category of Executive Director for the statutory period of four (4) years.

III. PROFESSIONAL PROFILE, BIOGRAPHICAL AND OTHER INFORMATION RELATED TO DON PABLO COLIO ABRIL

- **Professional and biographical profile:**

Architect from the Higher Technical School of Madrid. His professional career has been developed mainly within FCC, a company to which he has dedicated more than 26 years.

Within the Group he has been responsible for the international expansion of the Industrial area. His previous positions include CEO of FCC Construcción and CEO of FCC Industrial.

He is CEO of the FCC Group and a member of its Executive Committee.

- **Other Boards of Directors to which it belongs, whether or not they are listed companies:**

He is chairman of FCC Construcción, S.A., vice-chairman of FCC Servicios Medio Ambiente Holding, S.A.U., and a director of FCC Aqualia, S.A. and FCC ENV Midco, S.A.



He is an executive director of INMOCEMENTO, S.A. and sole administrator of CEMENTOS PORTLAND VALDERRIVAS, S.A.

In addition, 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.

- **Indication of the category of director to which he or she belongs:**

Executive.

- **Date of his first appointment as a director of the Company, as well as subsequent re-elections:**

He was appointed Director on 12 September 2017 by the co-optation system, and re-elected by the General Meetings held on 28 June 2018 and 14 June 2022.

- **FCC shares and options on them that they hold:**

Number of shares: 179,920 direct.

Madrid, 29 April 2026