



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

MEANS AND PROCEDURES FOR CONFERRING REPRESENTATION AT THE GENERAL MEETING, AS WELL AS FOR THE EXERCISE OF REMOTE PRIOR VOTING

- Attendance:

In accordance with the provisions of Articles 18 of the Bylaws and 12 of the Regulations of the General Meeting, shareholders holding one or more shares, whose ownership is registered in the corresponding book-entry accounting register, are entitled to attend the General Meeting five (5) days prior to the date on which the Meeting is to be held.

- Register of shareholders and representatives who physically attend the place where the General Meeting is held:

At the place and date indicated in the notice of the General Meeting and from two hours before the date announced for the start of the meeting, shareholders and representatives may submit to the staff in charge of the attendance register the documents accrediting their right to attend and, where appropriate, representation. The right to attendance will be accredited by showing the certificate of legitimacy issued by the entities in charge of the accounting record of the Company's shares in which the ownership of the shares is recorded or by the presentation of the attendance card issued by the Company or by the entities participating in the Registry Systems Management Company. Compensación y Liquidación de Valores S.A.U. ("Iberclear"). Attendees may also be asked to prove their identity by presenting their DNI, NIE or passport (or equivalent supporting document).

Likewise, in the event that the shareholder is a legal person, the natural person representing it must also prove sufficient power of attorney for the representation.

- Representation:

Any shareholder who has the right to attend may be represented at the General Meeting by another person, even if that person is not a shareholder. The proxy must be conferred under the terms and with the scope established in the Capital Companies Act, in writing and on a special basis for the Shareholders' Meeting, except in the cases excepted in the Capital Companies Act.

If the proxy formula does not indicate the specific person to whom the shareholder confers his or her proxy, it will be understood to have been granted in favour of the Chairperson of the General Meeting.

- Vote:

Shareholders who have the right to attend may vote (i) by personally attending the Meeting in the venue where the meeting is held, (ii) by attending the Meeting by telematic means, or (iii) by casting their vote by remote means of communication prior to the Meeting.



- Voting prior to the General Meeting and granting representation at the General Shareholders' Meeting by remote means of communication.

I.- Voting by remote means of communication.

In accordance with the provisions of Articles 20 of the Bylaws and 22 of the Regulations of the General Meeting, shareholders may vote on proposals relating to the items on the Agenda by postal or electronic correspondence that duly guarantees the identity of the shareholder and, where appropriate, the security of electronic communications. following the instructions below:

I.1.- Voting by postal mail.

Shareholders who wish to vote by postal correspondence must send the attendance card issued by the entities responsible for keeping the book-entry record or the attendance card model provided by the Company. In all matters not provided for in the attendance card issued by the entities responsible for keeping the book-entry register, the rules provided for in the attendance card model provided by the Company shall be applied as a supplement.

The card, duly completed and signed, must be sent to the Company by any of the following procedures:

- a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or to the offices in Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department".
- b) By delivering the card to the entity participating in Iberclear in which you have deposited your shares when it offers the service of sending them to the Company.

I. 2.- Voting by electronic communication.

Shareholders who wish to vote by electronic communication may do so through the Company's website, in the section dedicated to the General Meeting in the "Shareholders and investors" section, following the instructions specified for this purpose on each of the screens of the aforementioned website.

Voting by electronic communication will be cast under a qualified electronic signature or advanced electronic signature, under the terms provided for in the applicable regulations, provided that they are based on (i) the current Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Fábrica Nacional de la Moneda y Timbre, with respect to which there is no record of its revocation, or (ii) the qualified electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 255/2025, of 1 April, which regulates the National Identity Document, which is in force and has not been revoked.



II.- Granting of representation through distance communication systems.

In accordance with the provisions of Articles 19 of the Bylaws and 11 of the Regulations of the General Meeting and the Capital Companies Act, shareholders may grant their representation for the General Meeting by means of postal or electronic correspondence that duly guarantees the identity of the shareholder and the representative and, where appropriate, the security of electronic communications, following the following instructions:

II.1.- Granting of representation by postal correspondence.

Shareholders who wish to grant their proxy by postal correspondence must send the Company the attendance card issued by the entities responsible for keeping the book-entry record or the attendance card model provided by the Company. In all matters not provided for in the attendance card issued by the entities responsible for keeping the book-entry register, the rules provided for in the attendance card model provided by the Company shall be applied as a supplement.

If proxy is granted to the Chairperson of the Board or to any other member of the Board of Directors, including the non-director Secretary or Deputy Secretary, the card, duly completed and signed, must be sent to the Company by any of the following procedures:

- a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or to the offices in Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department".
- b) By delivering the card to the entity participating in Iberclear in which you have deposited your shares when it offers the service of sending them to the Company.

II.2.- Granting of representation by electronic communication.

Shareholders who wish to grant their proxy by electronic communication may do so through the Company's website, in the section dedicated to the General Meeting in the "Shareholders and investors" section, following the instructions specified for this purpose on each of the screens of the aforementioned website.

The granting of representation by electronic communication will be issued under a qualified electronic signature or advanced electronic signature, under the terms provided for in the applicable regulations, provided that they are based on (i) the current Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Fábrica Nacional de la Moneda y Timbre, in respect of which there is no record of its revocation or (ii) the qualified electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 255/2025, of 1 April, which regulates the National Identity Document, which is in force and has not been revoked.

II.3.- Common provisions for the granting of representation by remote means of communication.



The shareholder who grants his proxy by remote means of communication must notify the designated representative of the proxy conferred, who in turn must record his acceptance. For these purposes, the proxy shall be deemed to have accepted its representation: (i) by attending the General Meeting by telematic means, under the terms provided for in the section "Telematic attendance at the General Meeting" of the notice of call to the Meeting; or (ii) when physically attending the day and place of the General Meeting, for which purpose the designated representatives must identify themselves by means of their DNI, NIE or passport (or equivalent supporting document), and deliver the printed copy of the proxy made by postal or electronic means, duly signed by the representative and the shareholder represented.

When the proxy is granted to the Chairperson of the Meeting, the Board of Directors or any other member of the Board of Directors, including the non-director Secretary or Deputy Secretary, this communication shall be deemed to have been made upon receipt by the Company of the proxy conferred.

In the event that instructions have been issued by the represented shareholder, the proxy shall cast the vote in accordance with them and shall be obliged to keep such instructions for one year from the holding of the corresponding Meeting.

The delegation may also include those items that, although not provided for in the Agenda of the notice of call, may be dealt with at the Meeting, as permitted by law.

The representative may only exercise the vote of his or her represented by personally attending the General Meeting, either by telematic means under the terms provided for in the section "Telematic attendance at the General Meeting" of the notice of call, or by physically going to the place where the Meeting is held.

The representative may be represented by more than one shareholder without limitation as to the number of shareholders represented. When a proxy has representatives of several shareholders, he may cast votes of different signs depending on the instructions given by each shareholder.

II.4.- Conflict of interest.

For the purposes of the provisions of Articles 523 and 526 of the Capital Companies Act, it is reported that the following are in a situation of conflict of interest: (i) all the members of the Board of Directors in relation to item 4 of the Agenda with respect to the Annual Report on Remuneration, (ii) the Executive Director in relation to items 3.1 and 3.2 of the Agenda with respect to their re-election and from the exemption from the duty of non-competition, respectively, and (iii) in the cases included in sections b) or c) of article 526.1 of the Capital Companies Act (dismissal, separation or dismissal of directors and exercise of corporate liability action) that may be presented outside the Agenda in accordance with the Law, the affected councillor.

In relation to all of them, if the proxy has not given precise voting instructions, the proxy, unless expressly stated otherwise, will be understood to be conferred on the Secretary of the General Shareholders' Meeting.



III.- Common rules.

III.1.- Term of the exercise for representation and voting by remote means of communication.

Proxy statements and votes cast by remote means of communication prior to the General Meeting, both by postal correspondence and by electronic communication, may be issued as of the day of publication of the call and must be received by the Company before twenty-four (24) hours on the day immediately prior to the day scheduled for the holding of the General Meeting at first call. that is, before 11:59 p.m. on June 23, 2026.

Representations and votes received subsequently shall be deemed not to have been conferred and not cast, respectively. In this regard, after the indicated period, only those proxies conferred in writing by means of the attendance card that are presented at the shareholder registration desks, at the place and day of the General Meeting, will be valid.

III.2.- Rules of priority on attendance, voting and representation by remote media.

III.2.1. Priority of personal assistance.

The shareholder's personal attendance at the General Meeting, whether physically or electronically, will have the effect of revoking the proxy granted and the vote cast by remote media.

The representation is always revocable. In any case, the personal attendance at the General Meeting of the represented party, whether physically or telematically, will have the value of revocation of the representation granted.

III.2.2. Priority of the casting of the vote over the granting of representation by remote means of communication.

Voting carried out through any means of remote communication will render ineffective any granting of electronic representation or by means of a card printed on paper, whether earlier, which will be considered revoked, or later, which will be considered not to have been carried out.

III.2.3. Priority in the event of several granting of representation or votes by remote means of communication.

In the event that a shareholder validly makes several proxy grants or validly casts several votes through different means of remote communication, the proxy and/or vote received last will prevail, and those received at the previous time will be invalidated.

III.3. Co-ownership

In the event of co-ownership of the shares, for the purposes of article 126 of the Capital Companies Act, it will be presumed that the co-owner who votes or grants the proxy by remote means of communication is designated by the rest of the co-owners to exercise the rights derived from the shares.



IV.- Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the electronic proxy or voting mechanisms when technical or security reasons require or demand it.

The Company shall not be liable for any damages that the shareholder may suffer as a result of breakdowns, overloads, line failures, connection failures, postal mail malfunctions, or any other eventuality of the same or similar nature, beyond the Company's control, which prevent the use of voting and proxy mechanisms by means of remote communication.
