



## INSIDE INFORMATION

**Madrid, May 16, 2024.** Pursuant to Article 226 of the Law 6/2023, of 17 March, of the Securities Markets and Investment Services (*Ley de los Mercados de Valores y de los Servicios de Inversión*) and related provisions, Fomento de Construcciones y Contratas, S.A. ("**FCC**" or the "**Company**") hereby discloses the following inside information:

The Board of Directors of the Company, at its meeting held today, has unanimously resolved to call the Ordinary General Shareholders Meeting of FCC to be held on 27 June 2024, on first call, or on 28 June 2024, on second call, and submit for approval, among other proposals, the following resolutions:

- **Distribution of a scrip dividend (*dividendo flexible*):**

Distribution of a scrip dividend (*dividendo flexible*) for a maximum value of 283,469,496.05 euros, a dividend equivalent to 0.65 euros per share, through (i) the offering of newly issued paid-up shares of the Company to all FCC's shareholders, which would be implemented through the corresponding capital increase; or (ii) the obtaining of cash through the transfer of the free allocation rights they receive for the shares of which they are holders, at a guaranteed fixed price by the Company of 0.65 euros per right.

The details of the referred scrip dividend (*dividendo flexible*) will be communicated to the market through the publication of the relevant communication of "other relevant Information" (*otra información relevante*) (OIR), and through the mandatory information memorandum (*documento informativo*).

- **Financial partial spin-off of FCC, as spun-off company, in favor of Inmocoemnto, S.A.U., as beneficiary company wholly owned by FCC, by virtue of which FCC will transfer to Inmocoemnto, S.A.U. two economic units (*unidades económicas*) consisting the first of all the shares of FCYC, S.A. owned by FCC, and the second of all the shares of Cementos Portland Valderrivas, S.A. owned by FCC, binding the financial partial spin-off to the admission to trading of the shares of Inmocoemnto, S.A.U. on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges:**

Financial partial spin-off of FCC by virtue of which the Company will transfer en bloc (*en bloque*), without being extinguished, to Inmocoemnto, S.A.U. ("**Inmocoemnto**"), a wholly-owned company by FCC, two economic units (*unidades económicas*) consisting the first of all the shares of FCYC, S.A. ("**FCYC**") owned by FCC, which represent the 80.03% of the share capital of FCYC and consisting the second of all the shares of Cementos Portland Valderrivas, S.A. ("**Cementos**"), owned by FCC, which represent the 99.028% of the share capital of Cementos (jointly, the "**Spun-Off Assets and Liabilities**"), economic units (*unidades económicas*) that Inmocoemnto shall acquire by universal corporate succession (*sucesión universal*), with all the assets, liabilities, rights, obligations and other elements inherent to the to the Spun-off Assets and Liabilities (the "**Partial Spin-off**").

Pursuant to the Partial Spin-Off, the shareholders of FCC shall be allocated simultaneously to the execution of the Partial Spin-off, a number of shares issued by Inmocoemnto identical to the number of shares which they hold at FCC, by means of the share capital increase to be carried out by Inmocoemnto as part of the Partial Spin-Off.

In connection with the foregoing, prior to and simultaneously with the aforementioned share capital increase of Inmocoemnto, the latter will reduce its share capital to zero, so that the shareholders of FCC will receive, by virtue of the Partial Spin-Off, a number of shares of Inmocoemnto equal to the number of shares they hold in the Company.

As a result of the Partial Spin-Off, FCC will reduce its reserves freely available for distribution (*reservas de libre disposición*) by the total nominal amount and the share premium of the capital increase of Inmocoemnto, which shall amount to 1,596,560,483.03 euros (amount corresponding to FCC's book valuation of its shares in FCYC and Cementos), and which will be paid through the transfer en bloc (*en bloque*) of the Spin-off Assets and Liabilities to Inmocoemnto as a result of the Partial

Spin-Off. Consequently, the Partial Spin-Off will not result in a reduction of FCC's capital and, therefore, its share capital will remain unchanged.

For these purposes, the Board of Directors of FCC and the Sole Director of Inmocementos have drafted, approved and subscribed the mandatory common plan of the Partial Spin-Off, which will be submitted for approval of the ordinary General Shareholders Meeting of FCC and to the decision of the sole shareholder of Inmocemento (FCC). The abovementioned common Partial Spin-off plan is attached to this communication and will be published in the corporate websites of FCC ([www.fcc.es](http://www.fcc.es)) and Inmocemento ([www.inmocemento.es](http://www.inmocemento.es))

The projected Partial Spin-Off is essentially linked to the admission to trading of the shares of Inmocemento on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") through the Spanish Stock Exchange Interconnection System (*Sistema de Interconexión Bursátil*). In this regard, although the resolutions and decisions relating to the Partial Spin-Off are expected to be adopted on the date of the ordinary General Shareholders Meeting of FCC, the Partial Spin-Off will only be executed through the granting of the corresponding public deed (*escritura pública*) of Partial Spin-Off and its registration with the Commercial Registry (*Registro Mercantil*) upon fulfilment of the regulatory requirements for the admission to trading of Inmocemento's shares on the Spanish Stock Exchanges, being foreseeable that this process of admission to trading, subject to obtaining the corresponding authorizations, could be completed during the fourth quarter of 2024.

Through this corporate restructuring operation of FCC, Inmocemento will become the parent company of a new business group composed of FCYC (real estate unit) and Cementos (cement unit) and by their respective subsidiaries, Inmocemento being listed separately from FCC. The aim is to differentiate the strategy, management and assessment or valuation of the new group with respect to FCC and to enable the perception and maximization of value separately of both groups by the markets.

Likewise, FCC's shareholders will maintain full liquidity of both, their FCC and Inmocemento's shares, as they will be listed independently, which will provide such shareholders with greater flexibility in managing their investment, while also making it easier for the markets in general to invest separately in the two groups resulting from the Partial Spin-Off.

For information purposes only. Spanish version prevails.



**Joint project for the financial partial spin-off of Fomento de Construcciones y Contratas, S.A. (as the spun-off company) to Inmocemento, S.A.U. (as the beneficiary company wholly owned by the spun-off company).**

**16 May 2024**

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# JOINT PROJECT FOR THE FINANCIAL PARTIAL SPIN-OFF OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (AS THE SPUN-OFF COMPANY) TO INMOCEMENTO, S.A.U. (AS THE BENEFICIARY COMPANY WHOLLY OWNED BY THE SPUN-OFF COMPANY)

## 1. Introduction

In compliance with the provisions of articles 4, 64 and related articles of Royal Decree-Law 5/2023, of 28 June, transposing, among others, European Union Directives on structural modifications of companies (the "**RDL 5/2023**"), the members of the Board of Directors of **FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.** ("**FCC**" or the "**Spun-off Company**") and the Sole Director of **INMOCEMENTO, S.A.U.** ("**Inmoceremento**" or the "**Beneficiary Company**"), draw up, approve and sign this joint financial partial spin-off project (the "**Project**"), which will be submitted to the Ordinary General Shareholders' Meeting of the Spun-off Company for approval, which the Board of Directors of FCC has agreed to call to be held on 27 June 2024, on first call, and on 28 June 2024, on second call (the "**General Shareholders Meeting**"), and, likewise and on the same date, to the decision of the sole shareholder of the Beneficiary Company, in accordance with the provisions of article 47 of RDL 5/2023, by reference to article 63 of the aforementioned legal text.

The Spun-off Company and the Beneficiary Company shall together be referred to as the "**Companies**".

## 2. Structure of the Partial spin-off and its link to the admission to trading of the Beneficiary Company's shares on the Spanish Stock Exchanges

Through the planned financial partial spin-off (the "**Partial Spin-Off**"), the Spun-off Company will transfer en bloc (*en bloque*), without being extinguished, to the Beneficiary Company, wholly-owned by the Spun-off Company, two economic units (*unidades económicas*), consisting the first consisting of all the shares of FCYC, S.A. ("**FCYC**") owned by FCC, which representing 80.03% of the share capital of FCYC and consisting the second consisting of all the shares of CEMENTOS PORTLAND VALDERRIVAS, S.A. ("**Cementos**") owned by FCC, which representing 99.028% of the share capital of Cementos (together jointly, the "**Spun-off Assets and Liabilities**"), economic units (*unidades económicas*) that the Beneficiary Company will acquire by universal corporate succession (*sucesión universal*), with all the assets, liabilities, rights, obligations and other elements inherent to the Spun-off Assets and Liabilities. All of the foregoing in accordance with the provisions of article 60 of RDL 5/2023, without prejudice to the application of the rules established for mergers in RDL 5/2023 for mergers, with the exceptions provided for in chapter III of RDL 5/2023 for spin-offs.

The Partial Spin-Off shall be carried out by the Spun-off Company against unrestricted reserves and, therefore, without any reduction of its share capital.

By virtue of the Partial Spin-Off and in accordance with the provisions of article 60 of RDL 5/2023, the shareholders of the Spun-off Company will be allocated, as a unit upon the implementation of the Partial Spin-Off, a number of shares issued by the Spun-off Company identical to the number of shares they hold in the Spun-off Company, through the capital increase to be carried out by the Beneficiary Company within the framework of the Partial Spin-Off.

In connection with the foregoing, prior to and simultaneously with the aforementioned share capital increase of the Beneficiary Company, the latter shall will reduce its share capital to zero, so that the shareholders of the Spun-off Company will receive, by virtue of the Partial

Spin-Off, a number of shares in the Beneficiary Company equal to the number of shares they hold in the Spun-off Company.

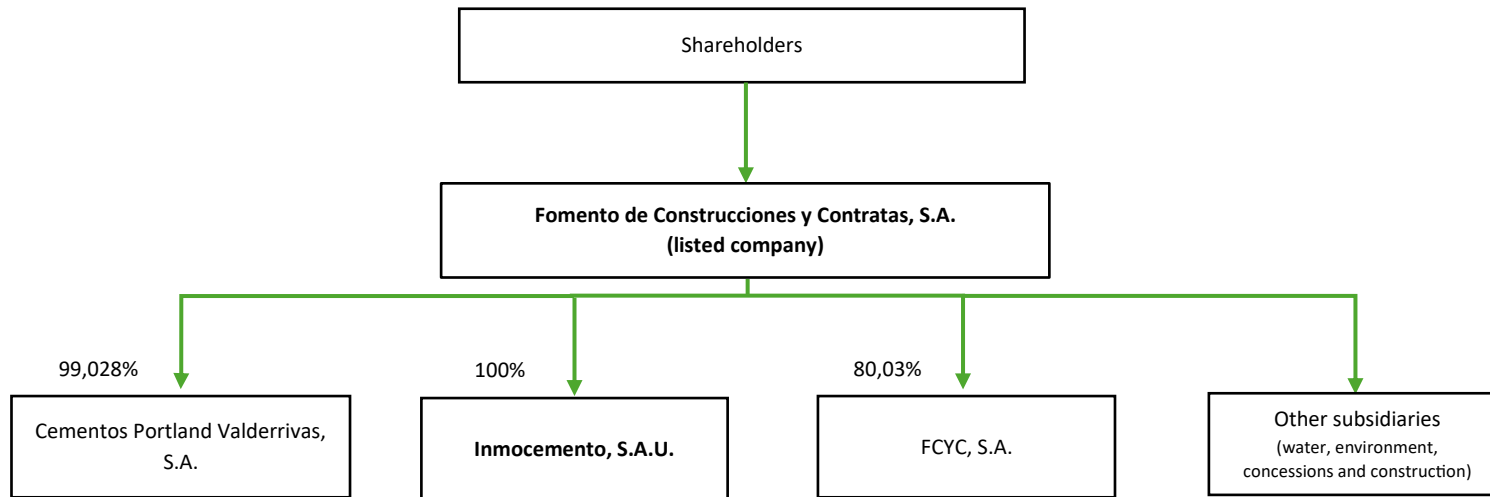
Insofar as the Partial Spin-Off will be carried out in favor of a wholly-owned company wholly owned by the Spun-off Company, in accordance with RDL 5/2023 and, in particular, in accordance with the simplified regime provided for in article 71.2 of RDL 5/2023:

- (i) The independent expert's report provided for in article 68 of RDL 5/2023 is not required, except to the extent that the Spun-off Assets and Liabilities are at least equal to the nominal value plus share premium of the capital increase of the Beneficiary Company.
- (ii) And, in accordance with the provisions of article 5 of RDL 5/2023, the Board of Directors of the Spun-off Company has prepared a report addressed to the shareholders and another addressed to the employees.

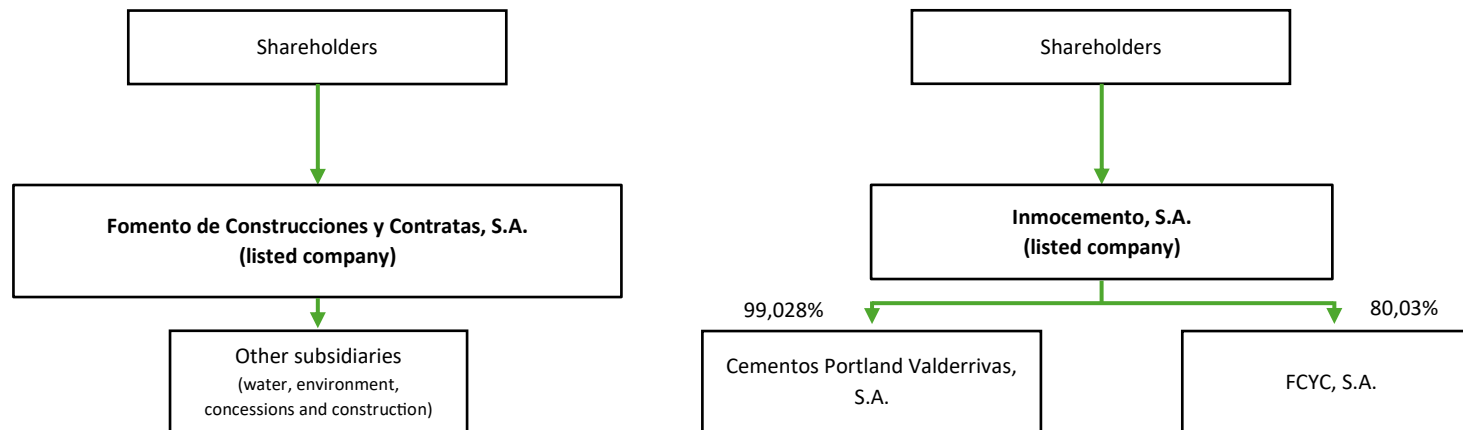
The proposed Partial Spin-Off is essentially linked to the admission to trading of the shares of the Beneficiary Company on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") through the Spanish Stock Exchange Interconnection System (SIBE). In this regard, although the resolutions and decisions relating to the Partial Spin-Off are expected to be adopted on the date of the General Shareholders Meeting, this will only be executed through the execution of the corresponding public deed of Partial Spin-Off and its registration in the Commercial Registry on the basis that the regulatory requirements for the admission to trading of the Beneficiary Company's shares on the Spanish Stock Exchanges are met, and it is expected that this process may be completed in the fourth quarter of the fiscal year 2024.

For a better understanding of the projected Partial Spin-Off, the following chart is included below:

Initial situation



Final situation



### **3. Justification for Partial Spin-off**

Through the planned business restructuring operation of FCC consisting of the partial spin-off in favor of Inmoco of two economic units comprising, respectively, the shares of FCYC owned by FCC and the shares of Cementos owned by FCC, the aim is to separate these two business units into a new business group headed by the Beneficiary Company, the aim is to separate these two business units into a new business group headed by the Beneficiary Company, with the Beneficiary Company becoming the holder of all the shares of FCYC and Cementos currently held by FCC, so that the shareholders of FCC will also be shareholders of Inmoco in the same capital stake they hold in FCC.

Simultaneously with the process of the Partial Spin-Off, the process of admission to trading of the Beneficiary Company's shares on the Spanish Stock Exchanges will be processed by means of the technical *listing* procedure (i.e. without prior placement of shares) through the Stock Exchange Interconnection System (SIBE). In order to make as much progress as possible in the process of admission to trading of the shares of the Beneficiary Company, so that as little time as possible elapses between the execution of the Partial Spin-Off and the admission to trading of the shares of the Beneficiary Company, FCC has incorporated the Beneficiary Company prior to the commencement of the Partial Spin-Off process. In this way, the Beneficiary Company may also, in parallel to the process of the Partial Spin-Off, carry out the necessary procedures for the admission to trading of its shares, so that the registration and full effectiveness of the Partial Spin-Off occurs practically simultaneously with the admission to trading of the shares of the Beneficiary Company on the Spanish Stock Exchanges.

Through the Partial Spin-Off, the Beneficiary Company will be the parent company of a group comprising FCYC (real estate unit) and Cementos (cement unit) and their respective subsidiaries, and the Beneficiary Company will be listed separately from FCC. The aim is to differentiate the strategy, management and valuation of the new group with respect to FCC and to facilitate the markets' perception and maximisation of the separate value of both groups.

Likewise, FCC shareholders will maintain full liquidity of both their FCC shares and those of the Beneficiary Company, insofar as they will trade independently, which will provide shareholders with greater flexibility in managing their investment, while also facilitating the markets in general to be able to invest separately in the two groups resulting from the Partial Spin-Off.

### **4. Identification of the companies**

The identification data of the companies are as follows:

#### **(i) Spun-off Company:**

- **Registered name:** Fomento de Construcciones y Contratas, S.A.
- **Legal form:** public limited company (*sociedad anónima*).
- **Registered office:** Barcelona, calle Balmes, 36, postal code 08007.
- **VAT REGISTRATION NUMBER:** A-28037224.



- **Share capital<sup>1</sup>** : four hundred and thirty-six million one hundred and six million one hundred and six thousand nine hundred and seventeen euros (436,106,917 €), divided into four hundred and thirty-six million one hundred and six thousand nine hundred and seventeen (436,106,917) shares, represented in book entries, belonging to a single class and series, with a par value of one euro (1.00 €) each, fully subscribed and paid up. The shares are admitted to trading on the Spanish Stock Exchanges.
- **Legal Entity Identifier (LEI):** 95980020140005178328.
- **Registration information:** incorporated for an indefinite period of time under the name "Construcciones y Reparaciones, S.A." by notarial deed executed on 14 October 1944 before the Notary Public of Madrid Don Lázaro Lázaro y Junquera, as substitute for Don Rodrigo Molina Pérez; it changed its name to "Construcciones y Contratas, S.A." by virtue of another public deed authorised by the Notary Public of Madrid Don Odón Loraque e Ibáñez, on 6 November 1952. Its current name, "Fomento de Construcciones y Contratas, S.A.", is the result of the merger by absorption of the aforementioned company by "Fomento de Obras y Construcciones, S.A.", by virtue of a public deed executed in Madrid on 3 March 1992 before the Notary Public of that city, Mr. Valerio Pérez de Madrid y Pala, under number 879 of his protocol.

It is currently registered in the Commercial Registry of Barcelona, in volume 21.728, book 0, folio 70, Section 8, Page B-26.947, 3rd inscription.

#### (ii) Beneficiary Company:

- **Company name:** Inmocemento, S.A.U.
- **Legal form:** public limited company (*sociedad anónima*).
- **Registered office:** Barcelona, calle Balmes, 36, postal code 08007.
- **VAT REGISTRATION NUMBER:** A-16367328.
- **Share capital:** sixty thousand euros (€60,000.00), divided into one hundred and twenty thousand (120,000) shares, represented in registered securities, belonging to a single class and series, with a par value of fifty euro cents (€0.50) each, numbered sequentially from 1 to 120,000, fully subscribed and paid up. The Beneficiary Company is a single-member company, being FCC the holder of all the shares into which its share capital is divided.
- **Legal Entity Identifier (LEI):** 959800FQZ6YAVHJPVE12.
- **Registry information:** incorporated for an indefinite period of time under the name "Inmocemento, S.A." by deed executed on 10 April 2024 before the Madrid Notary Valerio Pérez de Madrid Carreras, under number 1077 of his protocol.

It is currently registered in the Commercial Registry of Barcelona, in volume 49243, folio 149, page B-613029, 1st inscription.

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<sup>1</sup> Without considering the capital increase that, if applicable, may take place within the framework of the distribution of the flexible dividend (*scrip dividend*) which, at its meeting of 16 May 2024, the Board of Directors of FCC has decided to submit for the approval of the General Meeting of Shareholders, under item 5 of the agenda.

## **5. Indicative timetable for Partial Spin-off**

In accordance with the provisions of article 4.1.2<sup>o</sup> of RDL 5/2023, it is expressly mentioned that the projected Partial Spin-off is expected to be carried out in accordance with the indicative timetable which is incorporated into this Project as **Annex I**.

## **6. Allotment to the shareholders of the Spun-off Company of the shares representing the share capital of the Beneficiary Company (reduction to zero and simultaneous increase in the share capital of the Beneficiary Company and procedure for the allotment of the shares resulting from the increase).**

The Beneficiary Company of the Partial Spin-Off, wholly owned by FCC, has been incorporated with a share capital of 60,000 euros, divided into 120,000 shares, belonging to a single class and series, each with a par value of 0.50 euros, fully subscribed and paid in cash, represented by registered shares.

The sole shareholder of the Beneficiary Company (FCC), which will decide on the approval of this Project, will also decide, prior to and simultaneously with the capital increase linked to the Partial Spin-Off, to approve a reduction to zero of the share capital of the Beneficiary Company through the redemption of all of its shares and the return of the cash contributions to its sole shareholder (FCC).

The capital increase linked to the Partial Spin-Off will be carried out for a total amount (nominal value + issue premium) of 1,596,560,483.03 euros, which corresponds to the FCC's book valuation of its shares in FCYC<sup>2</sup> and Cementos.

The procedure for the allocation to the shareholders of the Spun-off Company of the shares resulting from the share capital increase of the Beneficiary Company shall be strictly arithmetical. The number of shares of the Beneficiary Company to be received by the shareholders of the Spun-off Company shall be the same number of shares they hold in the Spun-off Company, i.e. one (1) Inmocemento share with a par value of 0.50 euros each for each FCC share (1) they hold with a par value of 1 euro each.

Consequently, the number of new Inmocemento shares to be issued in the share capital increase linked to the Partial Spin-Off (which will be allocated to FCC shareholders in proportion to their stake in this company) will depend on the number of FCC shares at the time the Partial Spin-Off is implemented, which will result from the capital increase that, if applicable, will take place within the framework of the distribution of the scrip dividend that, at its meeting of 16 May 2024, the Board of Directors of FCC has decided to submit to the approval of the General Shareholders' Meeting, under item 5 of the agenda.

Depending on the number of shares to be issued by Inmocemento in the capital increase linked to the Partial Spin-Off, the nominal amount of the capital increase will be determined, which will be at least 218,053,458.50 euros, through the placement into circulation of at least 436,106,917 shares<sup>3</sup>, belonging to a single class and series and which will be represented by book entries with a par value per share of 0.50 euros, as well as their issue premium, which will be a maximum of 1,378,507,024.53 euros, so that the sum of the foregoing items shall in any case correspond to the effective amount of the aforementioned share capital increase (1,596,560,483.03 euros).

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<sup>2</sup> FCC's book value of its stake in FCYC is based on the valuation at 31 December 2023, updated as a result of the share capital increase charged to FCYC's cash contributions for a nominal amount of 10,435,443 euros, which was agreed by the General Shareholders' Meeting of FCYC held on 16 May 2024, prior to the approval and subscription of this Project, and which is pending registration at the Commercial Registry.

<sup>3</sup> Number of shares into which FCC's share capital is currently divided.

In this regard, the nominal amount of Inmocemento's share capital increase will be the result of multiplying the number of newly issued shares of Inmocemento by their unit nominal amount (0.50 euros). In turn, the amount corresponding to the issue premium will be the difference between the effective amount of the share capital increase of Inmocemento (1,596,560,483.03 euros) and the nominal amount of the increase (at least 218,053,458.50 euros). The payment of the share capital increase of Inmocemento will be carried out through the en bloc transfer of the Spun-off Assets and Liabilities as a result of the Partial Spin-Off.

As mentioned in section 10 of this Project, an independent expert has been appointed by the Commercial Registry so that, in accordance with article 71.2.2º of RDL 5/2023, it may issue a report to determine whether the value of the Spun-off Assets and Liabilities is at least equal to the nominal value plus share premium of the capital increase to be agreed by Inmocemento by virtue of the Partial Spin-Off.

By virtue of the Partial Spin-Off and in accordance with the provisions of article 60 of RDL 5/2023, the shareholders of FCC shall be allocated the same number of shares of Inmocemento as the number of FCC shares they hold. In this regard, the shares resulting from the capital increase of the Beneficiary Company within the framework of the Partial Spin-Off will be allocated to the shareholders of the Spun-off Company that appear as such in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) on the date of the Partial Spin-Off. (Iberclear) on the corresponding date in accordance with the applicable securities clearing and settlement rules, at the rate of one (1) share of the Beneficiary Company for each share (1) of the Spun-off Company that they hold on the date established prior to the execution of the Partial Spin-Off by means of its registration in the Commercial Registry, which shall be announced by the Spun-off Company (FCC) sufficiently in advance through the publication of the corresponding notice of "other relevant information" (OIR), on its corporate website ([www.fcc.es](http://www.fcc.es)) and on the website of the Comisión Nacional del Mercado de Valores (the "CNMV") ([www.cnmv.es](http://www.cnmv.es)), without prejudice to any other requirements that may be applicable in accordance with the applicable regulations and normal market practice.

It is hereby stated for the record: (i) that, insofar as the Partial Spin-Off is essentially linked to the admission to trading of Inmocemento's shares on the Spanish Stock Exchanges through the Stock Exchange Interconnection System (SIBE), the Partial Spin-Off shall only be executed by the execution of the corresponding public deed of Partial Spin-Off and registration of the same in the Commercial Registry on the basis that the regulatory requirements for the admission to trading of Inmocemento's shares on the Spanish Stock Exchanges are met; (ii) that, in the absence of the legal requirements set out in article 12.1 of RDL 5/2023, the shareholders of the Spun-off Company shall not be entitled to sell their shares to the Spun-off Company in exchange for cash compensation; and (iii) that, insofar as the procedure for the allocation of the shares resulting from the capital increase of Inmocemento will respond to a strictly arithmetical criterion, it will not be necessary to offer FCC shareholders cash compensation to adjust the aforementioned allocation of the shares of the Beneficiary Company, in accordance with the provisions of article 60.1 of RDL 5/2023.

## **7. Partial Spin-off balance sheets and date of accounts used to establish the terms of the Partial Spin-off**

For the purposes of article 43.1, in conjunction with article 63 of RDL 5/2023, the partial spin-off balance sheet of the Spun-off Company is deemed to be the annual balance sheet as at 31 December 2023, which forms part of the annual accounts for the fiscal year 2023, which have been prepared by the Board of Directors of the Spun-off Company on 27 February 2024, duly

verified by ERNST & YOUNG, S.L., the auditor of the accounts of the Spun-off Company. The spin-off balance sheet of the Spun-off Company will be submitted to the General Shareholders Meeting for approval.

Likewise, the spin-off balance sheet of the Beneficiary Company is considered to be the balance sheet of incorporation as at 10 April 2024, the Beneficiary Company not having carried out any of the activities included in its corporate purpose prior to the approval of this Project. The spin-off balance sheet of the Beneficiary Company shall be submitted to the decision of the sole shareholder of the Beneficiary Company approving, where appropriate and in accordance with the provisions of article 47 of RDL 5/2023, the planned Partial Spin-off.

Both the annual accounts for the fiscal year 2023 of the Spun-off Company and the aforementioned spin-off balance sheets will be available on the corporate websites of FCC and Inmocemento ([www.fcc.es](http://www.fcc.es); [www.inmocemento.es](http://www.inmocemento.es)) for consultation, downloading and printing and will be kept for the legally stipulated period.

## **8. Description of the Splintered Assets**

The Spun-off Assets and Liabilities transferred en bloc to the Beneficiary Company as a result of the proposed Partial Spin-Off are made up of two economic units (*unidades económicas*) consisting, respectively, of all the shares of FCYC, S.A. owned by FCC, representing 80.03% of the share capital of FCYC, S.A. and all the shares of CEMENTOS PORTLAND VALDERRIVAS, S.A. owned by FCC, representing 99.028% of the share capital of CEMENTOS PORTLAND VALDERRIVAS, S.A., economic units that the Beneficiary Company will acquire by universal succession. The remaining assets and liabilities of the Spun-off Company that do not form part of the Spun-off Assets and Liabilities will continue to be owned by the Spun-off Company.

For the appropriate purposes, it is hereby expressly stated for the record that the shares of FCYC, S.A. and CEMENTOS PORTLAND VALDERRIVAS, S.A. owned by FCC and identified in **Annex II** with information in this regard that make up the Spun-off Assets and Liabilities constitute two autonomous economic units within the meaning of article 60.1 of RDL 5/2023.

## **9. Reduction of available reserves of the Spun-off Company**

As a result of the planned Partial Spin-Off, the Spun-off Company shall reduce its unrestricted reserves by the total amount of the nominal value and share premium of the share capital increase of the Beneficiary Company, amounting to 1,596,560,483.03 euros, which shall be paid through the en bloc transfer of the Spun-Off Assets and Liabilities to the Beneficiary Company as a result of the Partial Spin-Off.

In this regard, it is hereby stated for the record that the Partial Spin-Off shall not entail any reduction in the share capital of the Spun-off Company and that, therefore, its share capital shall remain unchanged.

## **10. Independent expert report**

Pursuant to the provisions of articles 68.2 and 71.2.2° of RDL 5/2023, the directors of the Spun-off Company and of the Beneficiary Company requested on 16 April 2024 the Commercial Registry to appoint an independent expert to prepare a single report in order to determine, in accordance with the provisions of article 71.2.2° of RDL 5/2023, whether the value of the Spun-off Assets and Liabilities is equal, at least, to the nominal amount plus the share premium to be agreed by Inmocemento by virtue of the share capital increase to be carried out by Inmocemento by virtue of article 71.2.2° of RDL 5/2023, to determine whether the value of the

Spun-off Assets and Liabilities is at least equal to the nominal value plus the share premium of the capital increase to be agreed by Inmocemento by virtue of the Partial Spin-Off. On 23 April 2024, BDO AUDITORES, S.L.P. accepted the appointment proposed by the Commercial Registry.

The single report drawn up by the independent expert, excluding any confidential information it may contain, shall be available for consultation, downloading and printing by any interested party on the corporate websites of the Companies ([www.fcc.es](http://www.fcc.es); [www.inmocemento.es](http://www.inmocemento.es)) and shall be kept for the legally stipulated period.

#### **11. Impact of the Partial Spin-Off on contributions of industry or ancillary services**

Pursuant to the provisions of article 40.4 of RDL 5/2023, it is hereby stated that there are no contributions of industry or shares that entail ancillary benefits in the Spun-off Company, for which reason it will not be necessary to grant any compensation for the aforementioned items. Furthermore, no compensation of any kind will be granted to the shareholders of the Beneficiary Company.

#### **12. Rights to be granted in the Beneficiary Company**

Pursuant to the provisions of article 4.1.3 of RDL 5/2023, it is hereby stated for the record that neither the Spun-off Company nor the Beneficiary Company has shareholders holding special rights or holders of securities or securities other than shares to which any rights are to be granted.

#### **13. Implications of the Partial Spin-Off for creditors and, if applicable, guarantees to be offered to them**

No implications are foreseen for the creditors of the Spun-off Company and it is not considered necessary to offer them specific guarantees insofar as, on the basis of the provisions of article 70.2 of RDL 5/2023, the Beneficiary Company shall be jointly and severally liable for the debts of the Spun-off Company arising prior to the publication of the Project and not due at that time under the terms set out in the aforementioned article.

Without prejudice to the foregoing, and in accordance with the provisions of article 15 of RDL 5/2023, the Board of Directors of the Spun-off Company and the Sole Director of the Beneficiary Company have each made a statement, which is attached as **Annex III** to this Project, on the financial situation of the Companies, in which they expressly state that, on the basis of the information available to them and after having made reasonable and appropriate enquiries to this end, they are not aware of any reason why the Companies, after the proposed Partial Spin-Off takes effect, would not be able to meet their respective obligations when they fall due.

#### **14. Special advantages granted to the administrative, management, supervisory or controlling bodies of the companies or the independent expert**

No special advantages shall be granted to members of the administrative, management, supervisory or controlling bodies of the companies or to the independent expert appointed by the Commercial Registry to issue the report for the purposes of the provisions of article 71.2 of RDL 5/2023.

#### **15. Date from which the Partial Spin-Off takes effect**

In accordance with the provisions of article 40.6 of RDL 5/2023, it is hereby stated that the date from which the Partial Spin-Off will take effect for accounting purposes is, in accordance with accounting regulations, 1 January 2024.

#### **16. Likely employment consequences of the Partial Spin-Off**

For the purposes of the provisions of article 4.1.7 of RDL 5/2023, it is hereby stated for the record that no impact on employment is expected to arise as a result of the proposed Partial Spin-Off on the workforce of the Spun-off Company. Similarly, the Partial Spin-Off is not expected to have any impact on employment in the workforce of the companies whose shares comprise the Spun-off Assets and Liabilities.

It is also noted that the Beneficiary Company does not have any employees as of the date of this Project.

Pursuant to the provisions of article 5 of RDL 5/2023, the Board of Directors of FCC has drafted, approved and signed a report for the employees explaining the aspects of the Partial Spin-Off referred to in article 5.5 of RDL 5/2023, which will be available for consultation, downloading and printing by any interested party on the corporate websites of the Companies ([www.fcc.es](http://www.fcc.es); [www.inmocemento.es](http://www.inmocemento.es)) and will be maintained for the period provided for by law.

#### **17. Date from which the shareholders of the Beneficiary Company will be entitled to participate in the company's profits.**

The holders of the new shares of the Beneficiary Company resulting from the share capital increase of the Beneficiary Company in the context of the Partial Spin-Off shall be entitled to participate in the profits of the company as from the date of registration of the Partial Spin-Off in the Commercial Registry.

#### **18. Articles of Association of the Spun-off Company and of the Beneficiary Company**

It is hereby stated for the record that, as a result of the proposed Partial Spin-Off, no amendment will be made to the Articles of Association of the Spin-Off Company. Therefore, once the Partial Spin-Off is completed, FCC, as the Spun-off Company, will continue to be governed by its current Articles of Association. The full text of the current Articles of Association of FCC incorporated by public deed will be available on FCC's corporate website ([www.fcc.es](http://www.fcc.es)).

In relation to the Articles of Association of the Beneficiary Company, attached to this Project as **Annex IV**, when the sole shareholder decides to approve the Partial Spin-Off, it shall also adopt, among other possible resolutions:

- (i) The decision to amend the Articles of Association linked to the reduction to zero of the Beneficiary Company's share capital and the simultaneous increase of the same in the terms referred to in section 6 of this Project; and
- (ii) The application for admission to trading of Inmocemento's shares on the Spanish Stock Exchanges through the Spanish Stock Exchange Interconnection System (*Sistema de Interconexión Bursátil*) (SIBE).

Notwithstanding the foregoing, prior to the implementation of the Partial Spin-Off through its registration in the Commercial Registry, the sole shareholder of the Beneficiary Company, to the extent that the planned Partial Spin-Off is necessarily linked to the admission to trading on

the Spanish Stock Exchanges of the shares of the Beneficiary Company, shall also adopt, among other possible decisions, the following:

- (i) The amendment of its Articles of Association for the purpose of adapting them to the regulations on listed companies, particularly Title XIV of the revised text of the Spanish Companies Act approved by Royal Legislative Decree 1/2010, of 2 July.
- (ii) The determination of the number of members of the board of directors to be formed and their appointment in accordance with the legal requirements in relation to listed companies.
- (iii) Approval of the regulations for the general shareholders' meeting.
- (iv) And other decisions necessary for the full functionality of the Beneficiary Company as a listed company.

The aforementioned decisions of the sole shareholder of the Beneficiary Company shall become effective when the implementation of the Partial Spin-Off is to be carried out by means of its registration in the Commercial Registry and on the basis that the regulatory requirements for admission to trading on the Spanish Stock Exchanges of the shares of the Beneficiary Company issued on the occasion of the Partial Spin-Off are met.

#### **19. Publicity and information in relation to the Partial Spin-off**

Pursuant to the provisions of articles 7, 46 and concordant articles of RDL 5/2023, this Project and all its Annexes shall be published on the corporate websites of the Spun-off Company and of the Beneficiary Company <http://www.inmocemento.es/>, and the corresponding certificate shall be filed with the Commercial Registry so that said publication may be published in the Official Gazette of the Commercial Registry (the "**BORME**"), indicating the websites of the Companies, as well as the date of its publication.

They shall also be published on the companies' corporate websites:

- The reports prepared by the directors for shareholders and employees, for the purposes of article 5 of RDL 5/2023;
- The single report drawn up by the independent expert appointed by the Commercial Registry, for the purposes of article 71.2.2º of RDL 5/2023;
- Notices from the Spun-off Company and the Beneficiary Company informing the shareholders, creditors and representatives of the employees thereof that they may submit observations on the Project, no later than five (5) working days prior to the date of the first call of the General Shareholders' Meeting, for the purposes of article 7.1.2 of RDL 5/2023;
- The individual and consolidated annual accounts and management reports for the last three fiscal years of the Spun-off Company (2021, 2022 and 2023), together with the corresponding audit reports, for the purposes of article 46.1.1 of RDL 5/2023.

It is hereby stated for the record that Inmocemento was incorporated on 10 April 2024, not having carried out any type of activity prior to the approval of this Project, applying for the purposes of the Partial Spin-Off the balance sheet as at the aforementioned date of incorporation, and no annual accounts or management report having been prepared;

- The spin-off balance sheet of the Spun-off Company and the spin-off balance sheet of the Beneficiary Company, for the purposes of article 46.1.2º of RDL 5/2023;
- The current Articles of Association of the Spun-off Company and of the Beneficiary Company incorporated into a public deed, for the purposes of article 46.1.3 of RDL 5/2023, taking into account, with respect to the Beneficiary Company, the provisions of section 18 of this Project;
- Identity and date from which the directors of the Spun-off Company and the Beneficiary Company have held office, for the purposes of article 46.1.5 of RDL 5/2023.

## **20. Cases in which the Partial Spin-off would not be implemented**

The Partial Spin-Off shall not be implemented if, for any reason, the legal requirements for the listing of the shares of Inmocemento on the Spanish Stock Exchanges through the Stock Exchange Interconnection System (SIBE) cannot be fully complied with and/or the authorizations of the competent bodies or authorities are not expected to be obtained in relation to such listing, as well as in the event that any event of social or economic importance for FCC makes it advisable for reasons of corporate interest.

In the event of any of these circumstances, the companies will proceed to publish the corresponding announcement in the BORME, and will also inform the public on their respective corporate websites ([www.fcc.es](http://www.fcc.es); [www.inmocemento.es](http://www.inmocemento.es)).

In the particular case of FCC, the corresponding "inside information" (IP) notice will also be published on its corporate website ([www.fcc.es](http://www.fcc.es)) and on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)), thus informing the markets that the Partial Spin-Off has been terminated, without prejudice to also informing the next General Shareholders' Meeting of FCC.

## **21. Other mentions**

### **21.1. Fulfilment of tax and social security obligations**

For the purposes of the provisions of article 64.3 of RDL 5/2023, it is expressly declared that the Spun-off Company and the Beneficiary Company are up to date in the payment and fulfilment of all their state, autonomous community and local tax obligations, as well as their Social Security obligations.

The respective certificates accrediting that the Spun-off Company and the Beneficiary Company are up to date with their obligations to the State Tax Administration Agency (the "AEAT") and to the General Treasury of the Social Security are attached to this Project as **Annex V**.

### **21.2. Applicable tax regime**

Pursuant to article 89.1 of Law 27/2014, of 27 November, on corporate income tax (the "LIS"), the Partial Spin-Off is subject to the tax regime established in Chapter VII of Title VII of the LIS, as well as to that provided in articles 19.2.1 and 45.I.B.10 of Royal Legislative Decree 1/1993, of 24 September, approving the revised text of the transfer tax and stamp duty (the "TRLITP-AJD"); a regime that allows corporate restructurings to be carried out under the concept of tax neutrality.

Within the period of three (3) months following the registration of the public deed of Partial Spin-Off, the AEAT shall be notified of the transaction under the terms provided for in Articles



48 and 49 of the Corporate Income Tax Regulations approved by Royal Decree 634/2015, of 10 July.

Without prejudice to the foregoing, in accordance with the provisions of articles 19 et seq. of the TRLITP-AJD, the reduction to zero of Inmocemento's share capital to be decided by its sole shareholder (FCC) within the framework of the Partial Spin-Off will be subject to transfer tax and stamp duty, in the form of corporate transactions, with FCC being the taxpayer.

### **21.3. Publication of the Partial Spin-Off resolution**

In accordance with the provisions of article 10 of RDL 5/2023, once the resolution on the Partial Spin-Off has been adopted by the shareholders of the Spun-off Company and the sole shareholder of the Beneficiary Company, these shall be published in the BORME and on the corporate websites of the Companies ([www.fcc.es](http://www.fcc.es); [www.inmocemento.es](http://www.inmocemento.es)) and shall state the right of the shareholders and creditors to obtain the full text of the resolution adopted and of the balance sheet presented.

\* \* \*

And for the appropriate legal purposes, in accordance with the provisions of articles 4 and 39 of RDL 5/2023, in relation to article 64 of the aforementioned legal text, the members of the board of directors of the Companies draw up, approve and sign this Project, in Madrid, on 16 May 2024.

\* \* \*

**Board of Directors of Fomento de Construcciones y Contratas, S.A.**

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Esther Alcocer Koplowitz  
on behalf of Dominum Desga, S.A.

\_\_\_\_\_  
Esther Koplowitz Romero de Juseu

\_\_\_\_\_  
Alejandro Aboumrad González

\_\_\_\_\_  
Pablo Colio Abril

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Carmen Alcocer Koplowitz

\_\_\_\_\_  
Alicia Alcocer Koplowitz

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Manuel Gil Madrigal

\_\_\_\_\_  
Carlos Slim Helú

\_\_\_\_\_  
Gerardo Kuri Kaufmann

\_\_\_\_\_  
Juan Rodríguez Torres

\_\_\_\_\_  
Álvaro Vázquez de Lapuerta

**Sole Director of Inmocemento, S.A.U.**

\_\_\_\_\_  
Felipe Bernabé García Pérez

### **Annex I.- Indicative timetable of the partial financial spin-off**

ESTIMATED DATE	MAIN MILESTONES
<b>16 May 2024</b>	<ul style="list-style-type: none"> <li>• Drafting, approval and subscription by the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ("<b>FCC</b>" or the "<b>Spun-off Company</b>") of the common partial financial spin-off project (the "<b>Project</b>"), of the reports for shareholders and employees for the purposes of article 5 of RDL 5/2023 and of the other legally required documents.</li> <li>• Drafting, approval and subscription by the Sole Director of INMOCEMENTO, S.A.U. ("<b>Inmocemento</b>" or the "<b>Beneficiary Company</b>") of the Project and other legally required documents.</li> <li>• Publication of the corresponding "insider information" (IP) communication by FCC announcing the main resolutions adopted by the Board of Directors of FCC.</li> </ul>
<b>27 June 2024</b>	<ul style="list-style-type: none"> <li>• Holding (on first call) of the Ordinary General Shareholders' Meeting of the Spun-off Company, for the approval, if applicable, of the partial financial spin-off (the "<b>Partial Spin-Off</b>") and adoption of the corresponding resolutions related thereto.</li> <li>• Approval, if applicable, by the sole shareholder of the Beneficiary Company, of the Partial Spin-Off and other corresponding resolutions related thereto.</li> <li>• Publication by the Spun-off Company of a notice of "other relevant information" (OIR) concerning the resolutions adopted by the Ordinary General Shareholders' Meeting.</li> </ul>
<b>Between 28 June and 1 July 2024</b>	<ul style="list-style-type: none"> <li>• Publication of the spin-off resolutions adopted in the Official Gazette of the Commercial Registry and on the corporate websites of the Spun-off Company and the Beneficiary Company.</li> </ul>
<b>Fourth quarter 2024</b>	<ul style="list-style-type: none"> <li>• Execution of the public deed of Partial Spin-Off and filing of the same with the Commercial Registry.</li> <li>• Admission to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges of the Beneficiary Company's shares through the Stock Exchange Interconnection System (SIBE).</li> </ul>

## **Annex II.- Identification of the shares comprising of the Spun-off Assets and Liabilities**

- (i) FIFTY TWO MILLION NINE MILLION NINE HUNDRED AND SIXTY FIVE THOUSAND SIXTY FOUR (52,965,064) shares, numbers 1 to 44,613,443 and 55,744,992 to 64,096,612<sup>4</sup>, both inclusive, with a par value of ONE EURO (1 €) each, representing 80.03% of the share capital of FCYC, S.A. ("**FCYC**").

Title: FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ("**FCC**") is the full owner of the aforementioned shares.

Encumbrances: The aforementioned shares are free of encumbrances and liens of any nature whatsoever.

Registry identification: FCYC is a public limited company of Spanish nationality, incorporated on 23 March 1992 by public deed executed before the Notary Public of Madrid, Mr. Francisco Javier Cedrón López-Guerrero, under number 312 of his protocol. Francisco Javier Cedrón López-Guerrero, under number 312 of his protocol, registered in the Commercial Registry of Madrid in Volume 6758, Folio 161, Page M-110072, with registered office in Madrid, at calle Federico Salmón, no. 13 (postal code 28016), with tax identification number (NIF) A-80294747 and LEI code 959800CSL6V5WKX2TZ81.

Company object: FCYC and its subsidiaries engage in the study, development, consultancy, administration, management, acquisition, sale and operation in any form of plots, land, residential complexes, housing developments or property developments, as well as the study, design, acquisition, transfer, disposal, construction, development, consultancy, administration, management, leasing or any other form of operation of shopping centres and the acquisition, transfer, disposal, construction, development, consultancy, administration, management, leasing or any other form of operation of geriatric residential centres.

Share capital: The share capital of FCYC amounts to 66,180,434 euros, represented by 66,180,434 registered shares of one (1) euro par value, of a single class and series.

Shareholders: (i) FCC, with an 80.03% interest in the share capital; and (ii) Soinmob Inmobiliaria Española, S.A.U., with a 19.97% interest in the share capital.

Main subsidiaries: (i) Realia Business, S.A. (76.652%); (ii) Jezzine Uno, S.L. (100%); and (iii) Metrovacesa (21.224%).

- (ii) ONE HUNDRED AND FIFTY-FOUR MILLION FOUR HUNDRED AND FIFTY-THREE THOUSAND SIX HUNDRED AND FIFTY SEVEN (154,453,657) shares, represented by book entries, with a par value of ONE EURO AND FIFTY CENTS OF EURO (1.50 €) each, representing 99.028% of the share capital of CEMENTOS PORTLAND VALDERRIVAS, S.A. ("**Cementos**").

Title: FCC holds full ownership of the aforementioned shares.

Encumbrances: The aforementioned shares are free of encumbrances and liens of any nature whatsoever.

Registration identification: Cementos is a Spanish public limited company, incorporated on 10 March 1903 by public deed executed before the Notary Public of Pamplona, Mr Salvador Echaide Belarra, under number 98 of his protocol, registered in the Commercial Register of

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<sup>4</sup> The number of FCYC shares held by FCC is calculated after the capital increase with a charge to FCYC's cash contributions for a nominal amount of 10,435,443 euros, which was agreed by the General Shareholders' Meeting of FCYC held on 16 May 2024, prior to the approval and subscription of this Project, and which is pending registration at the Commercial Registry.

Navarra in Volume 13, Folio 30, Page NA375, with registered office in Pamplona (Navarra), calle Dormitalería, 72 and with tax identification number A-31000268.

Company object: Cementos and its subsidiaries are active in the production of cement and its by-products: aggregates, concrete and mortar.

Share capital: The share capital of Cementos amounts to 233,954,523 euros, represented by 155,969,682 shares, each with a nominal value of ONE EURO AND FIFTY CENTS (1.50 euros), represented by book entries, of a single class and series.

Shareholders: FCC holds 99.028% of the share capital.

Main subsidiaries: (i) Société de Ciments D'Enfidha (87.86%); and Giant Cement Holding, Inc. (45%).

**Annex III.- Declaration of the Board of Directors of the Spun-off Company and of the Sole Director of the Beneficiary Company for the purposes of Article 15 of RDL 5/2023.**

**A) STATEMENT BY THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ON THE FINANCIAL POSITION AS AT 16 MAY 2024**

For the purposes of the provisions of article 15 of Royal Decree-Law 5/2023, of 28 June, transposing, inter alia, European Union Directives on structural modifications of commercial companies (the "**RDL 5/2023**"), the undersigned Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., at a meeting held on 16 May 2024, make the following declaration:

- I. "At its meeting held on 27 February 2024, the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ("**FCC**") prepared the annual financial statements and management report, both individual and for the Consolidated Group, for the year ended 31 December 2023, duly audited by Ernst & Young, S.L., the Company's auditor (the "**Annual Financial Statements**").*
- II. On 16 May 2024, the members of the Board of Directors of FCC and the Sole Director of INMOCEMENTO, S.A.U. ("**Inmocemento**") drafted, approved and signed a joint project for the partial financial spin-off of FCC in favor of Inmocemento.*
- III. That the balance sheet included in the annual accounts at 31 December 2023 shall be considered a spin-off balance sheet for the purposes of the provisions of article 43.1, in conjunction with article 63 of Royal Decree-Law 5/2023, of 28 June, transposing, inter alia, European Union Directives on structural modifications of commercial companies.*
- IV. That on the basis of the financial information available to the Board of Directors as at 16 May 2024 and having made reasonable enquiries, there is no known reason why FCC and Inmocemento, after the partial financial spin-off in favor of Inmocemento takes effect, would not be able to meet their respective obligations when due".*

With all of the above, the provisions of article 15 of RDL 5/2023 are complied with.

Madrid, 16 May 2024

**Board of Directors of Fomento de Construcciones y Contratas, S.A.**

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**Esther Alcocer Koplowitz**  
on behalf of Dominum Desga, S.A.

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**Esther Koplowitz Romero de Juseu**

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**Alejandro Aboumrad González**

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**Pablo Colio Abril**

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**Carmen Alcocer Koplowitz**

---

**Alicia Alcocer Koplowitz**

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**Manuel Gil Madrigal**

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**Carlos Slim Helú**

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**Gerardo Kuri Kaufmann**

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**Juan Rodríguez Torres**

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**Álvaro Vázquez de Lapuerta**

**B) STATEMENT BY THE SOLE DIRECTOR OF INMOCEMENTO, S.A.U. ON THE FINANCIAL POSITION AT 16 MAY 2024**

For the purposes of the provisions of article 15 of Royal Decree-Law 5/2023, of 28 June, transposing, inter alia, European Union Directives on structural modifications of commercial companies (the "**RDL 5/2023**"), the Sole Director of INMOCEMENTO, S.A.U. makes, on 16 May 2024, the following declaration:

- I. "That INMOCEMENTO, S.A.U. ("**Inmocemento**") was incorporated on 10 April 2024.*
- II. On 16 May 2024, the Sole Director of Inmocemento and the members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ("**FCC**") drafted, approved and signed a joint project for the partial financial spin-off of FCC in favor of Inmocemento.*
- III. That Inmocemento's incorporation balance sheet shall be considered a spin-off balance sheet for the purposes of the provisions of article 43.1, in relation to article 63 of Royal Decree-Law 5/2023, of 28 June, transposing, inter alia, European Union Directives on structural modifications of commercial companies, and that the company has not carried out any of the activities included in its corporate purpose prior to the drafting, approval and subscription of the aforementioned joint partial financial spin-off project.*
- IV. That on the basis of the financial information available to it as at 16 May 2024 and having made reasonable enquiries, there is no known reason why Inmocemento, after the proposed partial financial spin-off takes effect, would not be able to meet its obligations as they fall due".*

With all of the above, the provisions of article 15 of RDL 5/2023 are complied with.

Madrid, 16 May 2024

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Sole Director of INMOCEMENTO, S.A.U.  
Felipe Bernabé García Pérez



**Annex IV.- Articles of Association of Inmocemento, S.A.U.**

**ARTICLES OF ASSOCIATION  
DE  
INMOCEMENTO , S.A.**

## **TITLE I.- GENERAL PROVISIONS**

### **Article 1. -Name and legal status**

These Articles of Association contain the rules governing the company **Inmocemento, S.A.** (hereinafter, the "**Company**"). The provisions of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July (hereinafter, the "**Spanish Companies Act**" or the "**Act**") and other provisions in force from time to time shall apply in addition to these Articles of Association. As long as the Company has a single shareholder, the status of sole shareholder shall be stated in the terms provided for by law.

### **Article 2. -Object of the company**

1. This constitutes the object of the Company:
  - 1.1. Participation in other domestic or foreign companies and enterprises, through the subscription, acquisition, negotiation and holding of shares, holdings and any other securities, whether fixed or variable income. The CNAE Code of the activity is 6420 - Activities of holding companies.
  - 1.2. The provision of assistance or support services to investee or controlled companies, for which purpose it may provide the appropriate guarantees and sureties on their behalf. The CNAE Code of the activity is 8299 - Other business support activities n.e.c.
  - 1.3. The management and administration of securities representing the equity of resident and non-resident entities in Spanish territory by means of the corresponding organisation of material and personal resources , excluding the provision of investment services.
2. The Company may carry out all the aforementioned activities on its own, both in Spain and abroad, or by participating in other companies, whether Spanish or foreign, with an identical or similar object. Such participation shall include the subscription, purchase or acquisition, by any legally valid means, of securities conferring an interest in the share capital or profits of such companies, as well as any form of association between companies.
3. All activities for the exercise of which the law requires special requirements that are not fulfilled by this company are excluded.

### **Article 3.- Duration and commencement of activities**

The duration of the Company shall be indefinite and it shall commence operations on the day of the execution of the deed of incorporation, without prejudice to the provisions of the Law on acts and contracts entered into prior to their registration in the Commercial Register.

### **Article 4.- Registered office, branches and corporate website**

1. The Company has its registered office in the city of Barcelona, at calle Balmes, nº 36.
2. The Administrative Body is empowered to establish, suppress and transfer branches, delegations, agencies, establishments, factories or representations in any town in Spain or abroad, as well as to transfer the registered office within the national territory.
3. By resolution of the General Shareholders' Meeting, the Company may have a corporate website, for the purposes of the provisions of article 11 bis of the Spanish Companies Act. The General Shareholders' Meeting, once the creation of the corporate website has been agreed, may delegate to the Board of Directors the determination of its URL address or Internet site.

The Governing Body shall be responsible for the modification, transfer or deletion of the corporate website.

## **TITLE II.- SHARE CAPITAL, SHARES AND SHAREHOLDERS' RIGHTS AND DUTIES**

### **Article 5.- Share Capital**

1. The share capital is set at SIXTY THOUSAND EUROS (60,000.00 €), represented by ONE HUNDRED AND TWENTY THOUSAND (120,000) registered shares of FIFTY CENTS OF EURO (0.50 €) par value each, fully subscribed and paid up and numbered sequentially from 1 to 120,000, both inclusive, belonging to the same class and series.
2. The shares shall be entered in the Register of Registered Shares, and the Board of Directors shall be empowered to issue one or more multiple certificates representing the shares held by the shareholders.

In accordance with the provisions of current legislation on data protection, the personal data of shareholders and directors shall be included in the corresponding files, whether automated or not, created by the Company, for the purpose of managing the obligations and rights inherent to their status, including the administration, where appropriate, of the corporate website, in accordance with the provisions of the Law and these Articles of Association, and they may exercise their corresponding rights at the registered office, making use of the means that allow them to prove their identity.

### **Article 6.- Shareholder status**

1. The share confers on its legitimate holder the status of shareholder and confers on him/her the individual rights provided for by law and the Articles of Association, in particular the right to participate in the distribution of the company's profits and in the assets resulting from liquidation; the right to preferential subscription in the issue of new shares or convertible bonds; the right to attend and vote at General Meetings; the right to challenge company resolutions; and the right to information. The scope of all shareholder rights is determined by law and by these Articles of Association.
2. Shareholders shall exercise their rights vis-à-vis the Company faithfully and in accordance with the requirements of good faith.
3. The regime of co-ownership, usufruct, pledge and attachment of the Company's shares shall be as determined by the Law and other complementary provisions.

### **Article 7.- Transfer of the shares**

1. The shares and the economic rights deriving therefrom, including pre-emptive subscription rights, are freely transferable by any means permitted by law. The transfer of shares in the Company, for whatever reason, shall in all cases comply with the conditions laid down by law for the case in question.
2. The Company will not recognise the exercise of rights derived by those who acquire their shares in breach of mandatory rules.

## **TITLE III.- CORPORATE BODIES**

### **Article 8. -Bodies of the Company**

The bodies of the Company are the General Meeting of Shareholders and the Administrative Body, which have the powers assigned to them by law and these Articles of Association respectively. These powers may be delegated in the manner and to the extent provided for by law and these Articles of Association.

### **SECTION I.- THE GENERAL SHAREHOLDERS' MEETING**

#### **Article 9. -General Shareholders' Meeting**

1. The General Shareholders' Meeting is governed by the provisions of the Law and these Articles of Association.
2. It is for the shareholders constituted in General Shareholders' Meeting to decide, by the majority

provided for in each case by law or these Articles of Association, on the matters within their competence.

3. All shareholders, including dissenting shareholders and those who have not participated in the meeting, shall be subject to the resolutions of the duly convened and constituted General Shareholders' Meeting, without prejudice to the rights and actions recognised to them by law.
4. General Shareholders' Meetings may be Ordinary or Extraordinary.

#### **Article 10.- Convening and forms of holding the meeting**

1. The call of the General Shareholders' Meeting shall be communicated by the Administrative Body and, if applicable, by the liquidators of the Company, by means of a notice published on the Company's corporate website. The legally required period of time must elapse between the notice and the date set for the meeting to be held.
2. The notice of meeting shall have the content required by law and, in any case, shall state the name of the Company, the date and time of the meeting, the agenda containing all the business to be transacted, and the position of the person or persons issuing the notice of meeting.
3. Notwithstanding the provisions of the preceding paragraphs, the General Shareholders' Meeting shall be validly constituted to deal with any business, without the need for prior notice, provided that all the share capital is present or represented and the attendees unanimously agree to hold the meeting and accept the agenda.
4. In accordance with the decisions of the Board of Directors when calling the General Shareholders' Meeting, the General Shareholders' Meeting may be held in the following ways: with only physical attendance of shareholders and their proxies, with physical and telematic attendance, or exclusively telematically, all in accordance with the provisions of the Law and these Articles of Association.

#### **Article 11.- Place**

1. The General Shareholders' Meeting shall be held at the place indicated in the notice of call, within the municipal district where the registered office of the Company is located. If the place of meeting is not stated in the notice of meeting, it shall be understood that the General Meeting has been called to be held at the registered office.
2. The Universal Meeting may meet anywhere in the national territory or abroad.

#### **Article 12.- Attendance and representation**

All shareholders shall have the right to attend the General Shareholders' Meeting and may be represented thereat in accordance with the applicable regulations.

#### **Article 13.- Constitution, information and adoption of agreements**

1. The valid constitution of the General Shareholders' Meeting shall be governed by the provisions of the applicable law.
2. The Chairman and Secretary of the General Shareholders' Meeting shall be those appointed at the beginning of the meeting by the shareholders in attendance.

When the General Shareholders' Meeting opts for the Board of Directors as the form of organisation of the Administrative Body, the Chairman and Secretary of the General Shareholders' Meeting shall be the Chairman and Secretary of the Board of Directors, failing which the Vice-Chairman and Vice-Secretary of the Board, if any, and, failing these, those designated at the beginning of the meeting by the shareholders in attendance, shall act as Chairman and Secretary of the General Shareholders' Meeting.

3. The right of information shall be exercised in the manner provided for by law.
4. Each voting share present or represented at the General Shareholders' Meeting shall entitle the holder to one vote.
5. The resolutions of the General Shareholders' Meeting shall be adopted by the majorities provided for in the applicable law.

#### **Article 14.- Minutes**

1. All corporate resolutions must be recorded in the minutes, which must be approved by the General Meeting itself at the end of the meeting or, failing this, within fifteen days, by the Chairman of the General Meeting and two intervening shareholders, one representing the majority and the other the minority.
2. The minutes shall become enforceable upon their approval.
3. The administrative body may require the presence of a notary to draw up the minutes of the meeting, and shall be obliged to do so in the cases provided for by law. The notarial minutes shall not shall need to be approved and shall be deemed to be the minutes of the General Meeting.

#### **Article 15.- Decisions of the sole shareholder in cases of sole proprietorship**

In the event that the company is incorporated or becomes a sole shareholder, the powers of the General Shareholders' Meeting shall be exercised by means of decisions of the sole shareholder, which shall be recorded in the minutes, under his signature or that of his representative, and may be executed and formalised by the sole shareholder himself or by the administrative body, without prejudice to the provisions of article 108 of Royal Decree 1784/1996 of 19 July 1996, approving the Regulations of the Commercial Registry.

### **SECTION II.- THE ADMINISTRATIVE BODY**

#### **Article 16.- Administrative Body**

1. The General Shareholders' Meeting of Shareholders may decide on any one of the following ways of organising the administration:
  - a) A sole director
  - b) Two joint directors
  - c) Several joint and several directors, with a minimum of two and a maximum of four.
  - d) A Board of Directors, which shall consist of a minimum of three and a maximum of twelve directors.
2. It is for the General Shareholders' Meeting to determine the number of members within these limits, as well as the appointment of the persons who are to hold the office of director.

#### **Article 17.- Directors**

1. Directors may be natural persons or legal entities, indicating, in this case, the natural person who has been appointed as their representative for the exercise of the functions and fulfilment of the obligations inherent to the position and, in both cases, provided that they are not incompatible or prohibited by law from exercising the same.
2. Directors do not need to be shareholders.
3. The Directors shall hold office for a term of four years, at the end of which they may be re-elected one or more times for terms of the same duration.
4. Directors may be removed from office at any time by the General Meeting even if the removal is not on the agenda.

5. Directors must at all times perform their duties of diligence and loyalty as required by the applicable regulations in force from time to time.

#### **Article 18.- Remuneration**

The position of Director is free of charge.

#### **Article 19.- Powers of the Governing Body**

The Board of Directors has the broadest powers for the management and representation of the Company, being limited only in respect of the powers conferred on the General Meeting by the applicable law in force from time to time or by these Articles of Association.

#### **Article 20.- Board of Directors**

1. The General Meeting is responsible for determining the number of members of the Board of Directors, full and alternate members, within the limits of the Articles of Association, as well as the appointment and removal of the persons who are to hold these offices.
2. If the General Meeting has not appointed them, the Board of Directors shall be responsible for appointing the Directors who are to hold the offices of Chairman and Vice-Chairman of the Board of Directors.
3. The Board of Directors shall also be responsible for appointing the Secretary and Deputy Secretary of the Board, if they have not been appointed by the General Meeting. The persons holding these offices may not be Directors, in which case they shall attend meetings with the right to speak but not to vote.
4. In the event of the Chairman's absence, inability or illness, he shall be replaced by the Vice-Chairman; and if such circumstances also apply to the Vice-Chairman, the oldest Director attending the meeting shall act in his place.

The Secretary, in the same cases, shall be replaced by the Vice-Secretary, if any, and in the absence thereof, by the youngest Director attending the meeting.

#### **Article 21.- Operation**

1. The Board of Directors shall meet at the registered office or at the place designated in the notice of meeting, at the initiative of the Chairman or of one third of the Directors, either alone or in writing addressed to the Chairman or the person replacing him.
2. The notice of meeting shall be issued at least five calendar days before the date on which the meeting is to be held, except in cases of urgency where the Board may be convened at least two calendar days before the date on which the meeting is to be held.
3. By means of a written proxy, any Director may be represented on the Board, with voice and vote, by another of the Directors, this proxy being valid both for meetings convened in accordance with the provisions of the preceding paragraph and for any other meetings held on a universal basis.
4. The Board shall be validly constituted for the adoption of resolutions when more than half of its members are present or duly represented.
5. Meetings of the Board of Directors held by videoconference or by multiple telephone conference shall be valid, provided that none of the Directors oppose this procedure, they have the necessary means to do so, they mutually recognise each other and permanent communication between the attendees is permitted, regardless of their location, as well as the intervention and casting of votes in real time. Meetings of the Board of Directors may also be held by telematic means, and in all the cases contemplated in this section, the meeting shall be deemed to be held at the place where the Chairman of the Board is located.

The Board of Directors may also adopt resolutions without a prior meeting if none of the Directors objects and the resolutions are voted on in writing.

6. Resolutions shall be adopted by an absolute majority of the Directors attending the meeting, with each Director having the right to cast only one vote, and in the event of a tie, the Chairman or acting Chairman shall cast the deciding vote.
7. The Board of Directors shall adopt resolutions concerning its functioning insofar as not regulated by law or by these Statutes.
8. The resolutions of the Board of Directors shall be recorded in the Company's Minute Book. The Minutes shall be signed by all the Directors present if they are approved at the end of the corresponding meeting. Certificates shall be issued by the Secretary or, as the case may be, the Deputy Secretary with the approval of the Chairman or, as the case may be, the Deputy Chairman.
9. The execution of resolutions shall be the responsibility of the Chairman or Secretary of the Board, or of the Directors to whom their execution has been expressly delegated. The execution of a public instrument by any other person shall require the granting of the appropriate power of attorney, which may be general for all types of resolutions.

#### **TITLE IV.- FISCAL YEAR, BALANCE SHEET AND DISTRIBUTION OF PROFITS**

##### **Article 22.**

The fiscal year shall coincide with the calendar year and shall therefore begin on 1 January and end on 31 December of each year.

Exceptionally, the first fiscal year shall commence on the day of the execution of the foundation deed and shall end on 31 December of the same year.

##### **Article 23.- Annual accounts and application of profits and losses**

1. Within three months of the end of the fiscal year, the Board of Directors must draw up the annual accounts, the management report, including, where appropriate, the statement of non-financial information, and the proposal for the allocation of profits, as well as, where appropriate, the consolidated accounts and management report.
2. The annual accounts of the Company, as well as the consolidated annual accounts, if any, shall be submitted to the General Meeting for approval, which shall also decide on the appropriation of the profit for the year in accordance with the approved balance sheet.
3. The annual accounts and the management report must be audited by auditors, unless, in accordance with the provisions of the applicable regulations in force from time to time, there is no such obligation.
4. Dividends may only be distributed out of the profit for the year, or out of unrestricted reserves, if, after covering the expenses provided for by law and the Articles of Association, the value of the net assets for accounting purposes is not less than the share capital, or, as a result of the distribution, does not prove to be less than the share capital. If there are losses from previous years which cause the value of the Company's net assets to be less than the share capital, the profit shall be used to offset the losses.
5. The Board of Directors may approve the distribution of interim dividends, subject to the limitations and in compliance with the requirements established by law.

#### **TITLE V.- DISSOLUTION AND LIQUIDATION**

##### **Article 24.- Dissolution**

The Company shall be dissolved for the reasons set out in the Law and in the Articles of Association.



**Article 25.- Liquidation of the Company**

In the liquidation of the Company, the rules laid down in the applicable law in force from time to time shall be observed.

**Annex V.- Certificates accrediting that the companies are up to date with their tax and Social Security obligations.**

## CERTIFICADO DE ESTAR AL CORRIENTE EN EL CUMPLIMIENTO DE LAS OBLIGACIONES DE SEGURIDAD SOCIAL

Presentada solicitud de certificado acreditativo de estar al corriente en el cumplimiento de las obligaciones de Seguridad Social por 173118 JOSEFA MORENO HERNANDEZ , con respecto a FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. , con NIF 0A28037224 .

La Tesorería General de la Seguridad Social

CERTIFICA: Que conforme a los datos que obran en la Tesorería General de la Seguridad Social, el solicitante arriba referenciado se encuentra al corriente de sus obligaciones de Seguridad Social.

El presente certificado tiene carácter POSITIVO; no origina derechos ni expectativas de derechos en favor del solicitante ni de terceros; no puede ser invocado a efectos de la interrupción o la paralización de plazos de caducidad o prescripción, ni servir de medio de notificación de los expedientes a los que pudiera hacer referencia, sin que su contenido pueda afectar al resultado de actuaciones posteriores de comprobación e investigación, ni exime del cumplimiento de las obligaciones de diligencias de embargo anteriormente notificadas a sus destinatarios.

Información obtenida a 25/04/2024 11:01:43

**REFERENCIA DE VERIFICACIÓN**

**Código:** OUVBO-WQAAQ-M4ZMG-XD3NH-E2KXZ-QJMAR **Fecha:** 25/04/2024

La autenticidad de este documento puede ser comprobada en la Sede Electrónica de la Seguridad Social.

DEP.ASIST.Y SERV.TRIBUT.-BARCELONA  
CL LLANÇÀ, 15  
08015 BARCELONA (BARCELONA)  
Tel. 932655657

## CERTIFICADO

Nº REFERENCIA: 20243819928

Presentada la solicitud de certificado acreditativo de estar al corriente en el cumplimiento de las obligaciones tributarias, por:

N.I.F.: **A28037224** RAZÓN SOCIAL: **FOMENTO DE CONSTRUCCIONES Y CONTRATAS SA**  
DOMICILIO FISCAL: **CALLE BALMES NUM 36 08007 BARCELONA**

**La Agencia Estatal de Administración Tributaria,**

CERTIFICA: Que conforme a los datos que obran en la Agencia Tributaria, el solicitante arriba referenciado se encuentra al corriente de sus obligaciones tributarias de conformidad con lo dispuesto en el artículo 74.1 del Reglamento General de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos, aprobado por el Real Decreto 1065/2007, de 27 de julio.

El presente certificado se expide a petición del interesado, tiene carácter de POSITIVO y una validez de doce meses contados desde la fecha de su expedición, salvo que la normativa específica que requiere la presentación del certificado establezca otro plazo de validez. Este certificado se expide al efecto exclusivo mencionado y no origina derechos ni expectativas de derechos en favor del solicitante ni de terceros, no pudiendo ser invocado a efectos de la interrupción o la paralización de plazos de caducidad o prescripción, ni servir de medio de notificación de los expedientes a los que pudiera hacer referencia, sin que su contenido pueda afectar al resultado de actuaciones posteriores de comprobación o investigación, ni exime del cumplimiento de las obligaciones de diligencias de embargo anteriormente notificadas a sus destinatarios.

*Documento firmado electrónicamente (Ley 40/2015) por la Agencia Estatal de Administración Tributaria, con fecha 24 de abril de 2024. Autenticidad verificable mediante **Código Seguro Verificación D9RYFA2W6KNRWLSN** en sede.agenciatributaria.gob.es*



Administración de LETAMENDI  
PZ LETAMENDI, 13  
08007 BARCELONA (BARCELONA)  
Tel. 932911100

## CERTIFICADO

Nº REFERENCIA: 20244370086

Presentada solicitud de certificado acreditativo de encontrarse al corriente de sus obligaciones tributarias a efectos de contratar con el Sector Público, de acuerdo con lo establecido en la Ley 9/2017, de 8 de noviembre, de Contratos del Sector Público, por:

N.I.F.: **A16367328** RAZÓN SOCIAL: **INMOCEMENTO, S.A.**  
DOMICILIO FISCAL: **CALLE BALMES NUM 36 08007 BARCELONA**

**La Agencia Estatal de Administración Tributaria,**

CERTIFICA: Que conforme a los datos que obran en esta Unidad, el solicitante arriba referenciado se encuentra al corriente de sus obligaciones tributarias de conformidad con lo dispuesto en el artículo 74 del Reglamento general de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos, aprobado por el Real Decreto 1065/2007, de 27 de julio.

El presente certificado se expide a petición del interesado, tiene carácter POSITIVO y una validez de seis meses contados desde la fecha de su expedición, se expide al efecto exclusivo mencionado y no origina derechos ni expectativas de derechos en favor del solicitante ni de terceros, no pudiendo ser invocado a efectos de interrupción o de paralización de plazos de caducidad o prescripción, ni servirá de medio de notificación de los expedientes a los que pudiera hacer referencia, sin que su contenido pueda afectar al resultado de actuaciones posteriores de comprobación o investigación, ni exime del cumplimiento de las obligaciones de diligencias de embargo anteriormente notificadas a sus destinatarios. Todo ello, de conformidad con lo dispuesto en la normativa citada.

*Documento firmado electrónicamente (Ley 40/2015) por la Agencia Estatal de Administración Tributaria, con fecha 13 de mayo de 2024. Autenticidad verificable mediante **Código Seguro Verificación 5ANRUJMTZQKCTLV6** en sede.agenciatributaria.gob.es*





## INFORME: INEXISTENCIA DE INSCRIPCIÓN COMO EMPRESARIO EN EL SISTEMA DE LA SEGURIDAD SOCIAL

**Solicitante:** INMOCEMENTO, S.A.

**Tipo y Número de documento identificativo:** SIN DOCUMENTO 0A16367328

La persona, física o jurídica, anteriormente indicada, no figura inscrita como empresario en el sistema de la Seguridad Social y no tiene ni ha tenido asignado código de cuenta de cotización en ningún régimen del sistema de la Seguridad Social.

A los efectos procedentes se hace constar que la inexistencia de inscripción como empresa de la persona, física o jurídica, indicada se ha verificado según la información contenida a 30 de abril de 2024 en el Fichero General de Afiliación del que es titular la Tesorería General de la Seguridad Social.

MADRID 30 de abril de 2024

Para realizar cualquier consulta sobre otra cuestión referida a la gestión de la Seguridad Social puede utilizar el buzón de consultas de la página web [www.seg-social.es](http://www.seg-social.es), llamar al teléfono 902150150 o dirigirse a cualquier Administración de la Seguridad Social.

### REFERENCIAS ELECTRÓNICAS

Id. CEA:	Fecha:	Código CEA:	Página:
4C16YM3860IY	30/04/2024	GQ4H5-ZEVZT-JYBGL-YSHBR-2B46F-ESANJ	1

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