



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL OF THE BOARD OF DIRECTORS FOR THE APPOINTMENT OF ESTHER ALCOCER KOPLOWITZ AS PROPRIETARY DIRECTOR

I. INTRODUCTION

Pursuant to the provisions of article 529 decies of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July ("**Ley de Sociedades de Capital**"), the proposal for appointment or re-election of the members of the Board of Directors is the responsibility of the Appointments and Remuneration Committee, in the case of independent directors, and to the board itself in other cases, and the proposal must in all cases be accompanied by a report from the board justifying the proposal, assessing the competence, experience and merits of the proposed candidate. Likewise, the proposal for appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "**Company**" or "**FCC**"), at its meeting held on 16 May 2024, unanimously agreed to submit this report to the Board of Directors of the Company, in accordance with the provisions of the aforementioned article 529 decies, section 6, of the Capital Companies Act, regarding the proposed appointment of Ms. Esther Alcocer Koplowitz as Proprietary Director. In addition, the information provided for in article 9.d) of the Regulations of the General Meeting of FCC is included as an appendix to the report.

II. SUITABILITY ASSESSMENT

In accordance with the provisions of article 529 bis of the Capital Companies Act, listed companies must be managed by a Board of Directors composed exclusively of natural persons, with certain exceptions provided for by law. Therefore, the Board of Directors of FCC proposes to appoint Esther Alcocer Koplowitz as Director, who until now has held the position of natural person representative of the legal person Director Dominum Desga, S.A.

In this regard, the Appointments and Remuneration Committee has considered that the performance of Ms. Esther Alcocer Koplowitz as representative of Dominum Desga, S.A., since her appointment, has been adequate in all aspects, taking into account both her good performance in the post and the quality of her work and dedication, as well as her contribution to the diversity of the composition of the Board of Directors.

The Committee has highly valued Esther Alcocer Koplowitz's extensive experience in FCC, as well as her knowledge of the Company and its Group, which she has acquired as a result of her position as a natural person representative of the Director Dominum Desga, S.A.



Furthermore, the Committee has analysed the current composition of the Board of Directors, assessing that the appointment of Ms. Esther Alcocer Koplowitz would help to ensure that the Board continues to include among its members directors with the knowledge, skills and experience that, as a whole, enable it to properly perform its functions.

Likewise, the Appointments and Remuneration Committee has concluded that the curriculum vitae and business career of Ms. Esther Alcocer Koplowitz accredits that she has the appropriate skills, experience and merits to fulfil her duties as a Proprietary Director.

On the other hand, the appointment of Ms. Esther Alcocer Koplowitz contributes to favouring gender diversity on the Board of Directors in accordance with the selection criteria and procedures set forth in the Board of Directors' Regulations and in accordance with best practices of good governance.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to report favourably on the proposal of the Board of Directors to appoint Ms. Esther Alcocer Koplowitz as a member of the Board of Directors of the Company, with the category of Proprietary Director for the statutory period of four years.



ANNEX

PROFESSIONAL AND BIOGRAPHICAL PROFILE AND OTHER INFORMATION RELATING TO ESTHER ALCOCER KOPLOWITZ

(i) Professional and biographical profile:

Ms Esther Alcocer Koplowitz is, since January 2013, Chairwoman of the Board of Directors of FCC, natural person representative of the legal person Director Dominum Desga, S.A. and member of the Executive Committee and of the Appointments and Remuneration Committee of FCC.

A graduate in Law, she has completed the Senior Management Programme (PADE) at the IESE Business School in Madrid.

He is a member of the Board of Trustees of the Princess of Asturias Foundation and is a member of the Plenary of the Spanish Chamber of Commerce and of the Executive Committee of the IESE Alumni Association (Madrid).

She has international experience as a Director of FCC Environment, the UK environmental services subsidiary of FCC and of SmVaK Ostrava a.s. (integrated water cycle, Czech Republic), and as a member of the Supervisory Board of A.S.A Abfall Service AG (infrastructure, Central and Eastern Europe).

She also holds the following positions: joint proxy of Diseño Especializado en Organización de Recursos, S.L., Ordenamientos Ibéricos, S.A., Dominum Desga, S.A., Ejecución Organización de Recursos, S.L., Samede Inversiones 2010, S.L., Nueva Samede 2016, S.L., as well as joint administrator in the following entities: EAC INVERSIONES CORPORATIVAS, S.L., EAC MEDIO AMBIENTE, S.L. and MELILOTO, S.L.

(ii) Other Boards of Directors to which it belongs, whether or not they are listed companies:

She is currently a Director of Cementos Portland Valderrivas, representing EAC Medio Ambiente, S.L. and a Director of Realía Business, S.A.

(iii) Category of director to which he/she belongs:

Proprietary, appointed at the proposal of Esther Koplowitz Romero de Juseu.

(iv) Date of her first appointment as a director of the Company, as well as subsequent re-elections:

If her appointment is approved by the next Ordinary General Meeting, this would be her first appointment as a Director of the Company, although she has been acting as Chairman of the Board of Directors of FCC since 2013, in her capacity as natural person representative of the legal person Director Dominum Desga, S.A.



(v) FCC shares and options thereon held by him:

Number of shares: 434,914 (direct) and DOMINUM DESGA, S.A. 305 (indirect).



REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL OF THE BOARD OF DIRECTORS FOR THE RE-ELECTION OF MR JUAN RODRÍGUEZ TORRES AS PROPRIETARY DIRECTOR

I. INTRODUCTION

Pursuant to the provisions of article 529 decies of the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July ("**Capital Companies Act**"), proposals for the appointment or re-election of members of the Board of Directors are the responsibility of the Appointments and Remuneration Committee. In all other cases, the proposal must be accompanied in all cases by a report from the board justifying the proposal, assessing the competence, experience and merits of the proposed candidate. Likewise, the proposal for appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

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

In addition, article 9.d) of the Regulations of the General Meeting of the Company sets out certain information that must be made available to shareholders on the occasion of the publication of the notice of call to the General Meeting in respect of each director whose appointment or re-election is proposed, and which is included as an Appendix to this report.

For these purposes, the Appointments and Remuneration Committee of the Company, at its meeting held on 16 May 2024, unanimously agreed to submit this report to the Board of Directors of the Company, in accordance with the provisions of the aforementioned article 529 decies, section 6, of the Capital Companies Act, regarding the proposed re-election of Mr Juan Rodríguez Torres as Proprietary Director.

II. SUITABILITY ASSESSMENT

The Appointments and Remuneration Committee has considered that the performance of Mr Juan Rodríguez Torres as a member of the Board of Directors of the Company has been very appropriate since his appointment in all aspects, taking into account both his performance as a Proprietary Director and, in particular, as a member of the Executive Committee, the Audit and Control Committee and the Appointments and Remuneration Committee, as well as the quality of his work and his dedication to the position. Likewise, the Appointments and Remuneration Committee has highly valued the extensive experience of Mr Juan Rodríguez Torres in FCC and his knowledge of the Company and its Group, which he has acquired in recent years as a result of his position as Director.



In turn, the Appointments and Remuneration Committee has concluded that the curriculum vitae and business career of Mr Juan Rodríguez Torres accredits that he has the appropriate skills, experience and merits to fulfil his duties as Proprietary Director, having performed this position with diligence and loyalty to the Company to date.

Based on the foregoing, the Appointments and Remuneration Committee unanimously resolves to report favourably on the proposal of the Board of Directors to re-elect Mr Juan Rodríguez Torres as member of the Board of Directors of the Company, with the category of Proprietary Director for the statutory period of four years.



ANNEX

PROFESSIONAL AND BIOGRAPHICAL PROFILE AND OTHER INFORMATION ABOUT DON JUAN RODRÍGUEZ TORRES

(i) Professional and biographical profile:

Civil Engineer from the National Autonomous University of Mexico (UNAM), Master of Mathematics, Stage in France at Beton Precontraint, Master's Degree in Engineering Planning and Operations Research at UNAM and AD-2 Senior Management Programme at the Pan-American Institute of Senior Management (IPADE Business School).

He has been Head of Production and Controller of Preesforzados Mexicanos S.A. of ICA and General Director of Grupo Domit, and is founder and director of several footwear companies.

(ii) Other Boards of Directors to which it belongs, whether or not they are listed companies:

He is currently a director of Minera Frisco, S.A.B. de C.V. and Chairman of its Audit Committee. He is also a Director of Grupo Sanborns, S.A.B. de C.V., Director of Elementia Materiales, S.A.P.I. de C.V. and member of its Audit Committee, Director of Fortaleza Materiales, S.A.P.I. de C.V. and Chairman of its Audit Committee, Director of CICSA, Chairman of the Board of Directors of Red Nacional Última Milla S.A.P.I. de C.V. and Red Última Milla del Noroeste, S.A.P.I. de C.V., Advisory Board Member of Grupo Financiero Banamex, as well as Chairman of the Board and member of the Audit Committee of Operadora de Sites Mexicanos, S.A.B. de C.V.

He is a director of Cementos Portland Valderrivas, S.A. and a member of its Executive Committee, Audit and Control Committee and Appointments and Remuneration Committee.

(iii) Indication of the category of director to which he/she belongs:

Proprietary, appointed at the proposal of Control Empresarial de Capitales, S.A. de C.V.

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

He was appointed Director by co-option by the Board of Directors on 7 October 2015, ratified by the Annual General Meeting held on 28 June 2016 and re-elected by the Annual General Meeting held on 2 June 2020.

(v) FCC shares and options thereon held by him:

Number of shares: 416,137 (direct).