



# EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2023

## ATTENDANCE, PROXY AND ABSENTEE VOTING CARD

**Attendance, Proxy and Remote Voting Card** for the Extraordinary General Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to be held in person and by remote means at **17:00 hours on 19 July 2023**, on first call or, if a quorum is not obtained, at the same place and time, on 20 July 2023, on second call, at Avenida Camino de Santiago, 40, 28050 Madrid. **(The Meeting is scheduled to be held on first call).**

<b>Name and Surname of the Holder</b>	
<b>Securities Account Code</b>	<b>Number of Shares</b>

Signature of the shareholder

At ....., at ..... of ..... of 2023

### DELEGATION

The shareholder holding the shares indicated above grants his proxy to (*tick one box only*):

- The President of the General Meeting
- D/D<sup>a</sup>..... DNI n<sup>o</sup> .....

In the event that the person to whom the proxy is granted is not appointed by name, the proxy shall be deemed to be conferred on the Chairman of the General Meeting.

To give your voting instructions, please tick the appropriate box in the table below. If any of the above-mentioned boxes is not completed, the proxy shall vote in favour of the proposed resolutions formulated by the Board of Directors (*tick the relevant boxes*).

Agenda item	1	2	3	4*
In favour				<input checked="" type="checkbox"/>
Against				<input checked="" type="checkbox"/>
Abstention				<input checked="" type="checkbox"/>

*\*Item 4 is for information only and is not put to the vote.*

The proxy shall extend to proposed resolutions relating to matters not included in the attached Agenda, in relation to which the proxy shall vote in the way he/she considers most favourable to the interests of the shareholder, unless he/she ticks the NO box below, in which case it shall be understood that the shareholder instructs the proxy to abstain in relation to such proposed resolutions: NO

For the purposes of the provisions of articles 523 and 526 of the Capital Companies Act, it is hereby stated that any member of the Board of Directors may find himself/herself in a situation of conflict of interest in relation to the events listed in sections b) or c) of article 526.1 of the Capital Companies Act that may affect him/her and that may be presented outside the Agenda in accordance with the Law. In relation to all of them, if the proxy-holder has not given precise voting instructions, the proxy, unless expressly stated otherwise below, shall be deemed to be conferred on the Secretary of the General Shareholders' Meeting. Tick the NO box below only if you do not authorise the substitution (in which case it will be understood that the shareholder instructs the proxy to abstain): NO

Signature of the shareholder

Signature of the representative

At ....., at ..... of ..... of 2023

At ....., on ..... of ..... of 2023

### DISTANCE VOTING

Shareholders holding the shares indicated above shall exercise their voting rights in favour of all proposed resolutions put forward by the Board of Directors in relation to the items on the attached agenda, unless a different voting direction is indicated below (*please tick the relevant boxes*).

Agenda item	1	2	3	4*
In favour				<input checked="" type="checkbox"/>
Against				<input checked="" type="checkbox"/>
Abstention				<input checked="" type="checkbox"/>

*\*Item 4 is for information only and is not put to the vote.*

Unless expressly indicated otherwise in the manner indicated below, and in relation to proposed resolutions on items not included in the attached Agenda, proxy representation is deemed to be conferred in favour of the Chairman of the General Meeting, and the rules on voting in the absence of instructions and in cases of conflict of interest contained in the "Proxy" section of this card shall apply. Tick the NO box below only if you object to the proxy (in which case the shareholder will be deemed to abstain from voting on such proposed resolutions): NO

Signature of the shareholder

**Name and Surname of the Holder**

**Securities Account Code**

**Number of Shares**

At ....., at ..... of ..... of 2023

<b>Name and Surname of the Holder</b>	
<b>Securities Account Code</b>	<b>Number of Shares</b>

## RIGHT TO ASSISTANCE

Shareholders holding one or more shares, whose ownership is recorded in the corresponding book-entry register, five (5) days prior to the date on which the General Meeting is to be held, are entitled to attend the General Meeting.

## DELEGATION

Proxies may be exercised by shareholders by postal correspondence or electronic communication through the Company's website ([www.fcc.es](http://www.fcc.es)) as from the publication of the call to the General Meeting, following the instructions specified for this purpose on each of the screens of the aforementioned website and in the announcement of the call to the General Meeting.

- To grant a proxy by postal correspondence, the shareholder may deliver or send this card, duly completed and signed in the "Proxy" section, to the registered office (C/ Balmes, 36, 08007 Barcelona) or to the Madrid offices (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department"; or by delivering the completed and signed card to the entity participating in Iberclear in which the shares are deposited when the latter offers the service of sending them to the Company.
- Proxies by electronic means through the Company's website ([www.fcc.es](http://www.fcc.es)) shall be granted in the section for the General Meeting in the "Shareholders and Investors" section, following the instructions specified for such purpose on each of the screens of the aforementioned website and in the announcement of the call to meeting. The proxy by electronic communication shall be issued under qualified or advanced electronic signature, under the terms set forth in the notice of call.

Proxies granted by any of the means contemplated in the preceding paragraphs must be received by the Company before 11:59 p.m. on 18 July 2023. Otherwise, the proxy shall be deemed not to have been granted.

Representation is always revocable. In any case, the personal attendance at the General Meeting of the represented shareholder, either physically or electronically, shall be deemed to revoke the proxy granted. Likewise, voting by any means of remote communication shall render ineffective any granting of a proxy electronically or by paper proxy card, whether previously, which shall be deemed to have been revoked, or subsequently, which shall be deemed not to have been granted.

## DISTANCE VOTING

Remote voting may be exercised by shareholders by postal correspondence or electronic communication through the Company's website ([www.fcc.es](http://www.fcc.es)) as from the publication of the call to the General Meeting, following the instructions specified for this purpose on each of the screens of the aforementioned website and in the announcement of the call to the General Meeting.

- In order to vote by postal correspondence, shareholders may deliver or send this card, duly completed and signed in the "Remote voting" section, to the registered office (C/ Balmes, 36, 08007 Barcelona) or at the Madrid offices (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department"; or by delivering the duly completed and signed card to the entity participating in Iberclear where the shares are deposited when the latter offers the service of sending them to the Company.
- Voting by electronic means through the Company's website ([www.fcc.es](http://www.fcc.es)) shall be carried out in the section dedicated to the General Meeting within the "Shareholders and investors" section, following the instructions specified for this purpose on each of the screens of the aforementioned website of the Company and in the announcement of the call to meeting. Votes by electronic communication shall be cast under qualified or advanced electronic signature, in accordance with the terms set forth in the notice of call.

Votes cast by any of the means contemplated in the preceding paragraphs must be received by the Company before 11:59 p.m. on 18 July 2023. Otherwise, the vote shall be deemed not to have been cast.

A remote vote cast by any of the above means shall be invalid:

- By subsequent and express revocation made by the same means used for the issue and within the time limit established for the issue.
- By physical or telematic attendance at the meeting of the shareholder who issued it.

## AGENDA

1. Reduction of the share capital by a nominal amount of 854,234 euros, through the redemption of 854,234 treasury shares with a par value of 1 euro each.
2. Reduction of share capital through the acquisition of treasury stock for subsequent redemption, in accordance with the provisions of Section 6 of Chapter III, Chapter III of Title VIII of the revised text of the Capital Companies Act and Article 12 of Royal Decree 1066/2007 of 27 July on the rules governing takeover bids, for a maximum nominal amount of 32,027,600 euros, through a takeover bid made by the Company and aimed at the holders of FCC shares for a maximum of 32,027,600 euros, with a par value of 1 euro each, in accordance with the provisions of Article 12 of Royal Decree 1066/2007 of 27 July on the rules governing takeover bids. 32,027,600 euros, through a public tender offer formulated by the Company and addressed to the holders of FCC shares for a maximum of 32,027,600 treasury shares, each with a par value of 1 euro, at a price per share of 12.50 euros. Establishment of the main terms and conditions of the takeover bid. Delegation of powers.
3. Delegation of powers for the development, supplementation, elevation to public deed, registration, correction and execution of the resolutions adopted.
4. Information to the General Meeting on the amendment of the Board of Directors' Regulations approved at its meeting of 14 June 2023.

## IMPORTANT NOTE

The Board of Directors of the Company offers the possibility to participate in the meeting by means of telematic attendance, the granting of proxy and the casting of votes by remote means of communication prior to the Meeting and physical attendance at the Meeting.