

**Fomento de  
Construcciones y  
Contratas, S.A.**

Financial Statements for the year  
ended 31 December 2015 and  
Directors' Report, together with  
Independent Auditor's Report

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 27). In the event of a discrepancy, the Spanish-language version prevails.*

## **INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS**

To the Shareholders of Fomento de Construcciones y Contratas, S.A.,

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Fomento de Construcciones y Contratas, S.A., which comprise the balance sheet as at 31 December 2015, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended.

#### *Directors' Responsibility for the Financial Statements*

The directors are responsible for preparing the accompanying financial statements so that they present fairly the equity, financial position and results of Fomento de Construcciones y Contratas, S.A. in accordance with the regulatory financial reporting framework applicable to the Company in Spain (identified in Note 2 to the accompanying financial statements) and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the audit regulations in force in Spain. Those regulations require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of Fomento de Construcciones y Contratas, S.A. as at 31 December 2015, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein.

### *Emphasis of Matter*

We draw attention to Note 10 of the accompanying financial statements, which indicates that the subsidiary Cementos Portland Valderrivas, S.A. is currently in the process of refinancing certain financial liabilities which mature on 31 July 2016. In this context, the directors of the Cementos Portland Valderrivas Group are evaluating various alternatives for restructuring the syndicated financing that, together with initiatives announced by its majority shareholder Fomento de Construcciones y Contratas, S.A. in relation to the contribution of additional financing (see Notes 14 and 26), would make it possible to successfully complete the debt restructuring process and to adapt the debt servicing and the cash requirements to the Cementos Portland Valderrivas Group's cash flow generation expectations. The current uncertainty concerning the application of the going concern principle of accounting at the Cementos Portland Valderrivas Group generates doubt as to the recoverability of the investment and loans held by Fomento de Construcciones y Contratas, S.A., in relation to the aforementioned Group, which amount to EUR 624 million.

### **Report on Other Legal and Regulatory Requirements**

The accompanying directors' report for 2015 contains the explanations which the directors consider appropriate about the Company's situation, the evolution of its business and other matters, but is not an integral part of the financial statements. We have checked that the accounting information in the directors' report is consistent with that contained in the financial statements for 2015. Our work as auditors was confined to checking the directors' report with the aforementioned scope, and did not include a review of any information other than that drawn from the Company's accounting records.

DELOITTE, S.L.

Registered in ROAC under no. S0692

Javier Parada Pardo  
25 February 2016