

**Justified proposal for a resolution by Control Empresarial de Capitales, S.A. de C.V. (“CEC”) regarding the inclusion of (i) point 6.4. in the Agenda of the FCC Ordinary General Meeting of Shareholders. “Appointment of Mr. Antonio Gómez García as Director representing controlling shareholders”, (ii) point 6.5. “Appointment of Mr. Alfonso Salem Slim as Director representing controlling shareholders”, and (iii) point 6.6. “Appointment of Mr. Miguel Ángel Martínez Parra as Executive Director”.**

## **1. INTRODUCTION**

This justified proposal for a resolution is prepared by CEC in compliance with the provisions under Article 519 of the Capital Company Law (LSC), in relation to new points 6.4., 6.5., and 6.6, the inclusion of which is requested on the Agenda of the Ordinary General Meeting of FCC, which is to be held on first call on 28 June 2016 at 16:00 and on second call on 29 June 2016 at 16:00.

## **2. JUSTIFICATION AND PROPOSED AMENDMENT**

Notwithstanding the fact that this proposal is made in accordance with the resolutions contained in the document entitled "Modificatory and Non-Extinctive Novation regarding the Investment Agreement in FCC signed on 27 November 2014" in a meeting held on 5 February 2016 between shareholders Dominum Dirección y Gestión, S.A. (“**DDG**”), Nueva Samede 2016, S.L.U. (“**Nueva Samede**”), CEC, Inversora Carso, S.A. de C.V. (“**IC**”), Bankia, S.A. (“**Bankia**”) and Banco Bilbao Vizcaya Argentaria, S.A. (“**BBVA**”), and communicated to the market by means of a Relevant Fact dated 5 February 2016 and under registration number 234682 (the, "**Investment Agreement Novation**"), by means of this request and in compliance with the proposal to amend Clause 28 of the Articles of Association which raises the number of board members to 15, a proposal is made to appoint three directors to cover the new positions in the Board of Directors, two of which will be qualified with the category of director representing controlling shareholders and one of them with the category of executive director.

In this regard, the Investment Agreement Novation, specifically Clause 4 thereof (“Corporate Governance of FCC”), establishes, among other aspects, *“In the Articles of Association of FCC and in the Rules of the Board of Directors, set the number of members of the FCC Board of Directors at fifteen (15), of which four (4) directors shall be appointed on the motion of the Current Shareholders and the New Shareholder, eight (8) on the motion of CEC and I. Carso, and three (3) shall be independent”.*

Prior to the Appointments and Remuneration Committee and the Board of Directors respectively issuing the relevant reports and proposals, the foregoing requires that the persons who are to fulfil the director positions mentioned above be appointed in accordance with the request of CEC.

Therefore, the following is proposed for submission to the General Meeting of Shareholders:

6.4. “Appointment of Mr. Antonio Gómez García as director representing controlling shareholders”.

The following is proposed: “Appoint, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, Mr. Antonio Gómez García with the category of director representing controlling shareholders.”

6.5. “Appointment of Mr. Alfonso Salem Slim as director representing controlling shareholders”.

The following is proposed: “Appoint, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, Mr. Alfonso Salem Slim with the category of director representing controlling shareholders.”

6.6. “Appointment of Mr. Miguel Ángel Martínez Parra as executive director”.

The following is proposed: “Appoint, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, Mr. Miguel Ángel Martínez Parra with the category of executive director.”

Below is a summary of the CVs of the persons put forward for appointment as Directors.

- Antonio Gómez García was born on 21 February 1961, in Mexico City. He graduated from the Ibero-American University with a degree in Industrial Engineering. He has held the position of Managing Director of Grupo Porcelanite, S.A. de C.V., US Commercial Corp., S.A.B de C.V., and he currently performs the role of Managing Director at Carso Infraestructura y Construcción, S.A. de C.V., Managing Director of Grupo Condumex, S.A. de C.V., and Managing Director of Grupo Carso, S.A.B. de C.V.
- Alfonso Salem Slim graduated as a Civil Engineer from Anahuac University, 1980-84. Throughout his professional career, Salem Slim has performed the role of Assistant Director of Expansion at Sanborns Hermanos; Director of Shopping Centres at Grupo CARSO; Director of Real-Estate at INBURSA; Managing Director of Hoteles Calinda, Managing Director of Grupo PC Constructores; Managing Director of IDEAL, and he is currently Vice-Chairman of the Board of Directors of IDEAL and Chairman of the Board of Directors and Managing Director of Inmuebles CARSO. Additionally, he is a member of the Boards of Directors of Grupo CARSO; IDEAL; CICSA; Inmuebles Carso; SEARS; Gigante Grupo Inmobiliario; ELEMENTIA and Gas Natural Fenosa.
- Miguel Ángel Martínez Parra holds a degree in Economics from the Anahuac University. Throughout his career, he has held positions including Administration Manager at AROFLEX, S.A. de C.V., Manager of Credit Analysis and Investor Relations at Grupo Financiero Inbursa, S.A. de C.V., Finance Director at Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V. (IDEAL) and he is currently Chief Executive and Chief Financial Officer at Fomento de Construcciones y Contratas, S.A.