

## **MEANS AND PROCEDURES FOR GRANTING PROXY AT THE GENERAL MEETING OF SHAREHOLDERS AND FOR VOTING AT A DISTANCE**

*- Casting a vote and granting representation at the General Meeting of shareholders by means of distance communication.*

### **I.- Voting by means of distance communication.**

Pursuant to the provisions of Clause 20 of the Articles of Association and 22 of the Regulations of the General Meeting, votes on proposals relating to items on the Agenda may be cast by shareholders by post or electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

#### **I.1.- Voting by by post.**

Any shareholders that wish to vote by post must send the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (“the Company”).

The card, duly completed and signed, must be sent to the Company by any of the following methods:

- a) By delivery or dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the “Stock Exchange and Investor Relations Department”.
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

#### **I. 2.- Electronic voting.**

Any shareholders that wish to vote electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

Electronic votes be cast by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may issue their vote in relation to the items of the Agenda of the General Meeting.

### **II.- Granting of representation by distance communication systems.**

Pursuant to the provisions of Clause 19 of the Articles of Association and 11 of the Regulations of the General Meeting, shareholders may grant their representation for the General Meeting by post, electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

#### **II.1.- Granting of representation by post.**

Any shareholders that wish to grant their representation by post must send to the Company the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by the Company.

If the representation is granted to the Chairperson or to any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following ways:

- a) By delivery dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Stock Exchange and Investor Relations Department".
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

#### **II.2.- Granting representation electronically.**

Any shareholders that wish to grant their representation electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

The electronic representation will be granted by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may grant their representation through the website.

#### **II.3.- Common provisions relating to the representation being granted by distance communication.**

Any shareholder that grants their representation by distance communication must inform the designated representative of the granted representation; this party, in turn, must acknowledge his/her acceptance. For these purposes, on the day and in the place where the General Meeting is held, the designated representatives must be identified by their National ID Document or passport, and provide a printed copy of the postal or electronic delegation of authority, duly signed by the representative and the represented shareholder.

If instructions have been issued by the represented shareholder, the representative will case the vote according to them and will be required to comply with these instructions for a period of one year as of the time when the corresponding Meeting is held.

The delegation of authority may also include any items which, although not set out on the Agenda of the announcement, may be addressed at the Meeting, as permitted by Law.

The representative may only cast the vote of his/her principal by attending the General Meeting in person.

When the representation is granted to the Chairperson or any other member of the Board of Directors, including the Secretary, this communication will be deemed to be issued by receipt of the granted representation by the Company.

The representative may represent more than one shareholder without any limitation on the number of represented shareholders. When a representative represents several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder, according to the instructions provided by each shareholder.

#### **II.4.- Conflict of interest.**

For the purpose of the provisions of Articles 523 and 526 LSC, you are informed that the Chairperson of the Board of Directors and any other member of the Board of Directors may be affected by a conflict of interest in relation to: (i) item 6.1., 6.2. and 6.3. of the Agenda, only in the specific event that the directors whose appointment or re-election is being proposed; (ii) item 7.1. and 7.2. of the Agenda, only in the specific event that the directors whose exemption from the obligation not to undertake activities that are effectively in direct competition with the Company is being proposed; (iii) items 8.1. and 8.2. of the Agenda regarding the pay of directors; and (iv) the events considered in sections b) or c) of Article 526.1 LSC, (dismissal, separation or removal of directors and institution of corporate liability action) which may be presented outside of the Agenda according to Law. In relation to the foregoing, if the represented party has not issued precise voting instructions, and unless expressly indicated otherwise, the representation will be deemed to be granted to the Secretary of the General Meeting of Shareholders.

In addition to that, and on the basis of the aforementioned new items on the agenda included in the request for publication of the supplement to the announcement of the General Meeting at the request of the controlling shareholder, Control Empresarial de Capitales, S.A. de C.V., reported that certain representatives of shareholders may be in conflict of interest, among others, on: (i) points 6.4, 6.5..and 6.6. of the Agenda regarding directors whose appointment is proposed; and (ii) points 7.3., 7.4. and 7.5. of the Agenda, regarding directors for which dispensation, from the obligation not to carry out activities involving effective competition with the Company, is proposed.

#### **III.- Common rules.**

##### **III.1.- Period of exercise for distance communication representation and voting.**

Any representations granted and votes cast by distance communication, both by post and electronically, may be issued as of the date on which the announcement is published and must be received by the Company at its registered address or through its website at least twenty-four (24) hours in advance of the scheduled date for the General Meeting, i.e. before 4 p.m. on 27 June 2016.

**Any representations and votes received after this time will be deemed not to have been granted or cast respectively.**

**After the indicated period, only representations which have been granted in writing by means of the attendance card will be admitted; they must be presented at the shareholder entry registration desk at the place and on the date on which the General Meeting is held.**

**III.2.- Priority rules about attendance, voting and representation by distance communication.**

**III.2.1. Priority of attendance in person.**

**The effect of attending the General Meeting in person will be to revoke the representation granted and the vote cast by distance communication**

**Representation status is always revocable. At any rate, the attendance of the principal at the Meeting will equate to the revocation of the granted representation.**

**III.2.2. Priority of remote voting over granting of distance representation.**

**Any vote cast by any means of distance communication will invalidate any representation granted electronically or by a printed card, even if it is done at an earlier stage, which will be deemed to be revoked, or at a later stage, which will be deemed not to have taken place.**

**III.2.3. Priority in the event of granting several representations or votes by distance communication.**

**If a shareholder validly grants several representations or validly casts several votes by different means of distance communication, the last representation and/or vote to be received will prevail and any that are received before will be invalidated.**

**III.3. Co-ownership**

**If any shares are co-owned, for the purpose of Article 126 LSC, it will be assumed that the co-owner that votes or grants the representation by distance communication is designated by the other co-owners to exercise the rights arising under the shares.**

**IV.- Technical incidents.**

**The Company reserves the right to modify, suspend, cancel or restrict the mechanisms by which representations or votes are electronically granted/cast whenever required to do so by technical security reasons.**

**The Company will not be liable for any damage or loss which may be incurred by the shareholder arising from faults, overloads, line drops, connection faults, ineffective postal service or any other eventuality of an equal or similar kind, beyond the control of the Company, which may prevent the use of distance communication voting and representation mechanisms.**