

2018 ANNUAL GENERAL MEETING

ATTENDANCE, PROXY AND REMOTE VOTING CARD

Attendance, Proxy and Remote Voting Card for the General Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which will be held at Avenida Camino de Santiago 40, Madrid (28050) at 16:00 on 28 June 2018, upon first call and, should no quorum be reached, in the same place and at the same time on 29 June 2018 upon second call (**General Meeting is expected to be held upon first call**).

IN-PERSON MEETING ATTENDANCE

Shareholders wishing to attend the General Meeting in person must sign in the space allocated for this purpose below, and present this attendance card at the General Meeting on the date thereof.

Attending shareholder signature

..... 2018

Shareholder Name and Surname(s)	
Securities Account Code	Number of Shares

PROXY VOTE

The shareholder of the shares indicated above grants a proxy to (*only check one box*):

1. ☐ General Meeting Chairman

2. ☐ ID No.....

When no individual person is specified, the proxy will be construed as having been granted to the Chairman of the General Meeting.

Give voting instructions by marking the corresponding box in the following table. Proxy holders shall interpret empty boxes as votes *for* the resolutions formulated by the Board of Directors.

Agenda Item	1	2	3	4	5.1	5.2	5.3	6	7	8	9
For											
Against											
Abstain											

The proxy will extend to the motions regarding matters not included on the Agenda attached hereto, in relation to which the proxy holder will vote in the best interests of the represented shareholder, save when the NO box below is marked, in which case, it shall be construed that the shareholder is instructing the proxy holder to abstain for such motions.
☐ NO

Pursuant to articles 523 and 526 of the Corporate Enterprises Act, it should be borne in mind that there may be conflicts of interest affecting the Chairman of the General Meeting and any other member of the Board of Directors concerning: (i) item 4 of the Agenda, solely in the specific case of a proposal to appoint a Chief Executive Officer; (ii) items 5.1, 5.2 and 5.3 of the Agenda regarding director remuneration; and (iii) the cases contemplated in paragraphs b) and c) of article 526.1 of the Corporate Enterprises Act (removal, termination or dismissal of directors, and exercise of a corporate liability action) that could be presented outside the Agenda as provided for by law. Additionally, shareholders are hereby informed that certain proxy holders may be in a conflict of interest regarding yet not limited to the following matters: (i) item 4 of the Agenda concerning the proposed appointment of the Chief Executive Officer.

In relation thereto, if the shareholder has not given precise voting instructions, the proxy shall be deemed to have passed onto the Secretary of the General Meeting, unless expressly indicated otherwise. Mark the NO box only when not authorising substitution (in which case the shareholder is instructing the proxy holder to abstain in this regard): ☐ NO

Shareholder signature

Proxy holder signature

..... 2018

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REMOTE VOTING

The shareholder of the shares indicated above will exercise the right to vote in favour of all the motions for resolution formulated by the Board of Directors in relation to the items on the Agenda attached hereto, unless indicated otherwise by a vote against (*cross the corresponding boxes*):

Agenda Item	1	2	3	4	5.1	5.2	5.3	6	7	8	9
For											
Against											
Abstain											

Unless expressly indicated otherwise in the manner indicated below and in relation to the motions for resolution not formulated by the Board of Directors or items not included on the Agenda attached hereto, the proxy is understood as having been granted to the Chairman of the General Meeting, applying the rules regarding the way of the vote in the absence of instructions and in cases of conflicts of interest contemplated in the Proxy Vote section of this card. Mark the NO box only to revoke the proxy (in which case the shareholder is abstaining in regard to the motions for resolution).
☐ NO

Shareholder signature

..... 2018

Shareholder Name and Surname(s)	
Securities Account Code	Number of Shares

RIGHT TO ATTEND

General Meetings may be attended by shareholders who hold at least one share, including shareholders with no voting rights, whose ownership appears in the corresponding entries of the share register at least five (5) days before the date of the General Meeting, and who can thus substantiate such ownership through the corresponding authentication certificate, this attendance card or any other manner admitted by the pertinent legislation currently in force.

PROXY VOTE

All shareholders with a right to attend may be represented at the General Meeting by a proxy holder, who need not necessarily be a shareholder. To do so, shareholders must complete the Proxy Vote section of the present card, which must be signed by the shareholder and the proxy holder in the designated spaces. The proxy can be sent to the Company by hand delivery, post, electronic media or other remote communication channels as set out by the Company Bylaws, General Meeting Regulations, information contained in the notice of the General Meeting and on the Company's website (www.fcc.es).

Proxy letters must be received by the Company at least twenty-four (24) hours before the day immediately preceding the scheduled General Meeting upon first call. Otherwise, the proxy will be deemed as not having been granted.

REMOTE VOTING

Shareholders may remotely cast their votes via post, an electronic medium or the Company's website (www.fcc.es) following publication of the notice of the General Meeting according to the corresponding instructions specifying how to do so on each screen of the cited web page.

- To vote by post, shareholders must duly complete, sign and send the present card to the Company.
- Shareholders can cast their votes remotely from the Company's website (www.fcc.es) by going to the section "Accionistas e inversores" (Shareholders and Investors) in the area dedicated to the General Meeting, and then following the corresponding instructions appearing on each screen of the cited web page.

Electronically cast votes will be issued under a recognised electronic signature, which will be accompanied by an inalterable copy of a duly completed and signed version of the present card.

Votes issued by any of the channels specified above must be received by the Company at least twenty-four (24) hours before the day immediately preceding the scheduled General Meeting upon first call. Otherwise, the vote shall be deemed as not having been given.

Likewise, remote votes cast by any of the channels listed above will be invalid:

- By subsequent and express revocation through the same medium employed to cast the vote and by the deadline to do so.
- By actual attendance of the voter at the General Meeting.

AGENDA

1. Examination and approval, if appropriate, of the financial statements and management reports corresponding to financial year 2017 for the company Fomento de Construcciones y Contratas, S.A. and the Consolidated Group thereof, and the management of the Board of Directors during the indicated year.
2. Examination and approval, if appropriate, of the proposed allocation of the 2017 financial year profit.
3. Re-election of statutory auditors of the Company and its Consolidated Group.
4. Appointment of PABLO COLIO ABRIL as executive director.
5. Remuneration of the members of the Board of Directors.
 - 5.1. Remuneration of the members of the Board of Directors corresponding to financial year 2017.
 - 5.2. Consultative vote on the Annual Director Remuneration Report corresponding to financial year 2017.
 - 5.3. Approval of the Director Remuneration Policy.
6. Sale of 49% of the share capital of FCC AQUALIA, S.A. Approval for the effects contemplated in article 160 of the Corporate Enterprises Act.
7. Authorisation to the Board of Directors, with express power of substitution, for the derivative acquisition of own shares and authorisation to subsidiary companies so that they may acquire shares of Fomento de Construcciones y Contratas, S.A., all within the limits and subject to the requirements set out in the Corporate Enterprises Act.
8. Reduction of the term of notice for extraordinary general meetings.
9. Vesting directors with sufficient powers for implementation, execution of the related notarial acts, registration, rectification and performance of the adopted resolutions.