

2015 ANNUAL GENERAL SHAREHOLDERS' MEETING

CARD OF ATTENDANCE, DELEGATION AND REMOTE VOTING

Card of Attendance, Delegation and Remote Voting for the Annual General Shareholders' Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to be held at HOTEL MELIÁ BARAJAS, Avenida de Logroño, 305, 28042 Madrid, at 16:00 hours on 25 June 2015 at the first call, or on the following day, at the same venue and time, at the second call (it being expected that the General Meeting will be held at the first call).

PERSONAL ATTENDANCE AT THE GENERAL MEETING

Shareholders wishing to attend the General Meeting in person must sign in the space set out below and present this card of attendance on the day of the General Meeting at the venue thereof.

Name and Surname of the Holder		In, on the..... ofde 2015
Securities Account Code	Number of Shares	

DELEGATION

The holder of the aforementioned shares vests powers of representation in *(mark one box only)*:

1. ☐ The Chairman of the General Meeting
2. ☐ Mr/Ms..... holder of National Identity Document number

In the event that no individual is named as the proxy, powers of representation will be understood to have been vested in the Chairman of the General Meeting.

In order to convey your voting instructions, mark with a cross the corresponding box in the following table: If you do not mark any of the boxes, the representative will vote in favour of the proposed resolutions presented by the Board of Directors.

Item on the Agenda	1º	2º	3º	4º.1	4º.2	4º.3	4º.4	4º.5	4º.6	4º.7	4º.8	4º.9	5º.1	5º.2	5º.3	5º.4	5º.5	5º.6	6º.1	6º.2	6º.3	6º.4	6º.5	6º.6
In favour																								
Against																								
Abstention																								
Blank Ballot																								

Item on the Agenda	6º.7	6º.8	6º.9	7º.1	7º.2	7º.3	7º.4	8º.1	8º.2	9º	10º	11º	12º	13º
In favour														
Against														
Abstention														
Blank Ballot														

Powers of delegation will apply to all proposed resolutions regarding matters not included in the attached Agenda, with regard to which the representative shall vote in the manner understood to be most favourable to the interests of the principal, unless the NO box below is marked, in which case it shall be understood that the shareholder instructs the proxy to abstain with regard to such proposed resolutions.

☐ NO

For the purposes of Articles 523 and 526 of the Capital Companies Act, it is hereby noted that the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest: (i) with regard to item 6 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 7 of the agenda, only in the specific case of directors whose exemption of the obligation of not developing activities that suppose an effective competition of the company is being proposed, (iii) with regard to items 8.1 and 8.2 of the agenda; and (iv) in the cases referred to in paragraphs b) or c) of article 526.1 of the Capital Companies Act (removal of directors and shareholder derivative suits) that may arise off the Agenda as provided in that Act. In connection with all of them, if the principal does not grant specific voting instructions, the proxy shall be deemed to be granted to the Secretary of the General Meeting of Shareholders, unless expressly indicated otherwise. Mark the following NO box only if you do not authorize delegation (in which case it will be understood that the shareholder instructs the proxy to abstain): ☐ NO

Signature of the Shareholder

Signature of the Proxy

En, a dede 2015

En, a dede 2015

REMOTE VOTING

The holder of the aforementioned shares will exercise voting rights in favour of all proposed resolutions presented by the Board of Directors with regard to the items on the attached Agenda, unless indicated otherwise below (*mark with a cross the corresponding boxes*):

Item on the Agenda	1º	2º	3º	4º 1	4º 2	4º 3	4º 4	4º 5	4º 6	4º.7	4º.8	4º.9	5º 1	5º 2	5º.3	5º.4	5º.5	5º.6	6º.1	6º.2	6º.3	6º.4	6º.5	6º.6
In favour																								
Against																								
Abstention																								
Blank ballot																								

Item on the Agenda	6º.7	6º.8	6º.9	7º.1	7º.2	7º.3	7º.4	8º.1	8º.2	9º	10º	11º	12º	13º
In favour														
Against														
Abstention														
Blank ballot														

Unless expressly otherwise indicated below, and with regard to proposed resolutions not presented by the Board of Directors or items not included in the attached Agenda, powers of representation are deemed to be vested in the Chairman of the General Meeting, the rules regarding the vote to be cast applying in the absence of instructions and in cases of conflict of interest as set out in the Delegation section of this card. Mark the NO box below only if you object to delegation (in which case the shareholder shall be deemed to abstain with regard to such proposed resolutions).

☐ NO

Signature of the Shareholder

Name and Surname of the Holder

In, on the..... ofde 2015

Securities Account Code

Number of Shares

RIGHT OF ATTENDANCE

Shareholders who own one or more shares are entitled to attend the General Meetings of Shareholders provided that ownership is registered in the corresponding book-entry register at least five (5) days before the meeting date and that this can be accredited by exhibiting the pertinent certificate of legitimation or an attendance card issued by the Company, or by any other means permitted by the legislation in force.

REPRESENTATION

Any shareholder entitled to attend the General Meeting may be represented by another person, who need not be a shareholder. To this end, the Representation section of this card must be completed and signed by the shareholder himself or his representative in the place established for those purposes. Representation can be sent to the Company by means of courier, post, electronic means or other remote communication means, according to the provisions of the Articles of Association, the General Meeting Regulations and the information contained in the announcement of the meeting and in the website of the Company (www.fcc.es).

Representation must have been received by the Company by midnight (24:00) on the day immediately prior to the date scheduled for the staging of the General Meeting at the first call. Representation shall otherwise be deemed not to be granted.

REMOTE VOTING

Votes may be cast remotely by shareholders by postal or electronic correspondence or on the website of the Company (www.fccc.es) following publication of the announcement of the General Meeting, by following the instructions specified for this purpose on each of the screens of the aforementioned website:

- In order to cast votes by post, shareholders may send this card to the Company, duly completed and signed.
- Votes shall be cast by means of electronic communication by using an acknowledged electronic signature, enclosing an unalterable copy in electronic format of this card, duly completed and signed.
- Remote voting can be carried out from the Company's website (www.fcc.es), by accessing the section corresponding to the General Meeting of Shareholders included in section "Shareholders and Investors", and following the instructions specified for this purpose on each of the screens of the aforementioned website.

Votes cast by any of the means provided in the above sections must be received by the Company by midnight (24:00) on the day immediately prior to that scheduled for the General Meeting to be held at the first call. Votes will otherwise be deemed not to have been cast.

Likewise, votes cast remotely by any of the above methods will be deemed null and void:

- Upon subsequent, express revocation issued by the same means as employed for the casting of the vote, and within the period established for this.
- Attendance in person at the meeting by the shareholder casting the vote.

AGENDA

1. Examination and approval, if relevant, of the annual accounts and management reports for the 2014 financial period, of the Fomento de Construcciones y Contratas, S.A. company and its Consolidated Group, as well as the management of the Administrative Board during this period.
2. Examination and approval, if relevant, of the 2014 period result application proposal.
3. Re-election of the Company's and Consolidated Group's accounts auditors.
4. Amendment of the By-laws for the purpose of, as the case may be, (i) adapting them to the Spanish Corporation Law reform introduced by the Law 31/2014, of 3 December and (ii) making technical improvements. Approval of a consolidated text.
 - 4.1 Amendment of the articles 1st ("Denomination") and 4th ("Registered office, branches and corporate website") of the Title I ("General provisions").
 - 4.2 Amendment of the articles 5th ("Share capital"), 6th ("Shares"), 7th ("Transfer of shares"), 8th ("Non-voting shares") and 10th ("Usufruct, pledge and encumbrance of shares") of the Second Title ("Share capital and shares").
 - 4.3 Amendment of the article 11th ("Bodies of the Company") of the Third Title ("Company's management").
 - 4.4 Amendment of the articles 12th ("General Meeting"), 13th ("Meeting type"), 14th ("Calling"), 16th ("Faculty and obligation of convening the Meeting"), 17th ("Meeting constitution"), 18th ("Eligibility to assist the Meeting"), 19th ("Representation"), 20th ("Place and time of holding"), 21st ("Chair of the Meeting"), 22nd ("List of assistants"), 23rd ("Right to Information") and 24th ("Discussions. Agreements. Minutes"); the incorporation of the new articles 14 ("Competencies of the General Meeting"), 20 ("Casting of absentee ballot") and 25 ("Conflict of interests"); and the removal of the articles 15th ("Universal Meeting") and 25th ("Meeting Faculties") of the 1st Section ("Of the General Meeting") of the Third Title.
 - 4.5 Amendment of the articles 26th ("The Administrative Board"), 27th ("Composition"), 28th ("Appointment, re-election, amendment and separation of counsellors"), 29th ("Requirements and term of office"), 30th ("Call. Meetings"), 31st ("Constitution"), 32nd ("Discussions. Agreements. Minutes"), 33rd ("Organization"), 34th ("Faculties"), 35th ("Executive Commission and Chief Executive Officer"), 36th ("Executive Commission Functionality") and 37th ("Retribution") of the 2nd Section ("Of the Administrative Board") of the Third Title.
 - 4.6 Amendment of the articles 38th ("Of the Administrative Board's Commissions") and 39th ("Of the Audit and Control Committee and of the Appointments and Retributions Commission"); incorporation of the new article 41 ("The Appointments and Retributions Commission") of the 3rd Section ("Of the Commissions Board") of the Third Title; and Amendment of the article 40th ("Of the Advisory Board") of the Fourth Title ("Of the Advisory Board").
 - 4.7 Amendment of the articles 42nd ("Of the annual accounts"), 43rd ("Result Application") and 44th ("Account deposit") of the Fifth Title ("Of the social and annual accounts period").
 - 4.8 Amendment of the article 45th ("Dissolution") of the Sixth Title ("Dissolution and liquidation").
 - 4.9 Approval, as a consequence of the former amendments, of a By-Laws consolidated text.
5. Company's General Meeting of Shareholders Regulation Amendment for the purpose of, as the case may be, (i) adapting it to the Spanish Corporation Law reform introduced by the Law 31/2014, of 3 December and (ii) making technical improvements. Approval of a consolidated text.
 - 5.1 Amendment of the Preamble and incorporation of the new articles 1 ("Validity and amendment", 2 ("Interpretation") and 3 ("Publication") of the new Preliminary Title ("General provisions").
 - 5.2 Amendment of the articles 1 (General Meeting of Shareholders"), 2 ("Types of Meetings") and 3 ("Functions of the Meeting") of the Title I ("Concept, types and functions of the General Meeting of Shareholders").
 - 5.3 Amendment of the articles 4 ("Call of General Meeting"), 5 ("Call notice"), 6 ("Information available from the date of call"), 7 ("Right of information previous to holding of the General Meeting") and 8 ("Delegations") of the Title II ("Call and preparation of the General Meeting").
 - 5.4 Amendment of the articles 9 ("Right and duty of attendance"), 10 ("General Meeting Board"), 11 ("Constitution of the General Meeting of Shareholders"), 12 ("Intervention requests"), 13 ("Interventions"), 14 ("Information"), 15 ("Voting on motions"), 15 bis ("Casting of absentee ballot"), 16 ("Adoption of agreements and proclamation of result"), 17 ("End of the Meeting"), 18 ("Minutes of the Meeting"), 19 ("Publication of the agreements") and 20 ("Electronic forum of Shareholders"); and the incorporation of the new articles 13 ("Place and time of holding"), 14 ("Infrastructure and means"), 21 ("Conflict of interests") and 24 ("Provisional suspension and extension") of the Title III ("Celebration of the General Meeting").
 - 5.5 Removal of the Annex ("Terms of Reference of the Electronic Forum of Shareholders").
 - 5.6 Approval, as a consequence of the former amendments, of a General Meeting Regulation consolidated text.
- 6 Appointment and/or re-election of administrators.

- 6.1 Appointment of SAMEDE INVERSIONES 2010, S.L. UNIPERSONAL as proprietary director.
- 6.2 Re-election of DOMINUM DIRECCIÓN Y GESTIÓN, S.A. as proprietary director.
- 6.3 Appointment of INMOBILIARIA AEG, S.A. DE CV as proprietary director.
- 6.4 Appointment of INMUEBLES INSEO, S.A. DE CV as proprietary director.
- 6.5 Appointment of Mr. ALEJANDRO ABOUMRAD GONZÁLEZ as proprietary director.
- 6.6 Appointment of Mr. GERARDO KURI KAUFMANN as proprietary director.
- 6.7 Appointment of Mr. MANUEL GIL MADRIGAL as independent director.
- 6.8 Appointment of Mr. HENRI PROGLIO as independent director.
- 6.9 Appointment of Mr. ÁLVARO VÁZQUEZ DE LAPUERTA as independent director.
7. Approval, for the purpose of what is needed, of the exemption of the obligation of not developing activities that suppose an effective competition for the Company, in accordance with the article 230 of the Spanish Corporation Law.
 - 7.1 Approval, for the purpose of what is needed, of the exemption of the obligation of not developing activities that suppose an effective competition for the Company, in accordance with the article 230 of the Spanish Corporation Law, regarding Inmobiliaria AEG, S.A. of C.V. and its natural person representative.
 - 7.2 Approval, for the purpose of what is needed, of the exemption of the obligation of not developing activities that suppose an effective competition for the Company, in accordance with the article 230 of the Spanish Corporation Law, regarding Inmuebles Inseo, S.A. of C.V. and its natural person representative.
 - 7.3 Approval, for the purpose of what is needed, of the exemption of the obligation of not developing activities that suppose an effective competition for the Company, in accordance with the article 230 of the Spanish Corporation Law, regarding Mr. Alejandro Aboumrads González.
 - 7.4 Approval, for the purpose of what is needed, of the exemption of the obligation of not developing activities that suppose an effective competition for the Company, in accordance with the article 230 of the Spanish Corporation Law, regarding Mr. Gerardo Kuri Kaufmann.
8. Retribution of the Administrative Board members.
 - 8.1 Compensation of the Administrative Board members corresponding to the 2014 period.
 - 8.2 Submission to voting with consultation character of the Annual report about Board Counsellors compensations.
9. Authorization to the Administrative Board, with substitution faculties, to agree, in one or more occasions, to increase the capital in accordance with article 297.1.b) of the Spanish Corporation Law, subject to the limits specified in this article, and with the faculty, if needed, of deciding to exclude the right to pre-emptive subscription up to a limit of 20% of the share capital at the moment of the present delegation.
10. Authorization to the Administrative Board, with express substitution faculties, of deciding the issue, in one or more occasions, of any fixed-income securities or debt tools of analogue nature, simple or guaranteed, for a maximum amount of thousand million Euros (1,000,000,000 €).
11. Authorization to the Administrative Board, with express substitution faculties, of deciding the issue, in one or more occasions, of any fixed-income securities or debt tools of analogue convertible nature in or that they may give rights to subscribe Company shares or that they may be exchangeable or may give rights to acquire Company shares or other companies', for a maximum amount of five hundred million Euros (500,000,000 €); as well as increasing the share capital in the amount required, and to exclude, if needed, the right to pre-emptive subscription up to a limit of 20% of the share capital at the moment of the present delegation.
12. Largely empower the administrators for the development, elevation to the public, subscription, correction and execution of the adopted agreements.
13. Approval, if needed, of the Meeting minutes, in any of the forms established in the article 202 of the Spanish Corporation Law or, in its case, application of the provisions of article 203 of the same legal text.