

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 PORTA FIRA, Plaza de Europa, 45, 08908 L'Hospitalet de Llobregat, Barcelona, at 16:00 hours on 23 June 2014 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.

Signature of the shareholder attending

Name and Surname of the Holder	
Securities Account Code	Number of Shares

In, on the of, 2014

DELEGATION

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

- ☐ The Chairman of the General Meeting
- ☐ 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	1.	2.	3.	4.1	4.2	4.3	4.4	4.5	4.6	5.1	5.2	6.	7.	8.	9.
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 4 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 5.1 and 5.2. of the agenda; and (iii) 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 authorise 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

In, on the of, 2014

In, on the of, 2014

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	1.	2.	3.	4.1	4.2	4.3	4.4	4.5	4.6	5.1	5.2	6.	7.	8.	9.
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 of, 2014

Name and Surname of the Holder	
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

- 1st. Examination and approval of the financial statements and directors' reports of Fomento de Construcciones y Contratas, S.A. and its consolidated Group for 2013, as well as the Board of Directors' conduct of business in that year.
- 2nd. Examination and approval of the proposed distribution of 2013 income.
- 3rd. Re-appointment of auditors for the Company and its consolidated Group.
- 4th. Appointment, and re-appointment of directors.
 4. 1. Appointment of Mr CLAUDE SERRA as proprietary director.
 4. 2. Appointment of Mr GONZALO RODRIGUEZ MOURULLO as independent director.
 4. 3. Appointment of Mr GUSTAVO VILLAPALOS SALAS as independent director.
 4. 4. Appointment of Mr OLIVIER ORSINI as independent director
 4. 5. Re-appointment of Mr RAFAEL MONTES SÁNCHEZ as proprietary director.
 4. 6. Re-appointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director.
- 5th. Remuneration of the Board of Directors
 - 5º 1. Remuneration of the Board of Directors for the 2013 financial year
 - 5º 2. Advisory vote on the annual report on Directors' Remuneration.
- 6th. Issuance of warrants in favour of certain creditor entities of the Company incorporating the option to subscribe newly issued ordinary shares in Fomento de Construcciones y Contratas, S.A. to be paid up solely through the offsetting of credits, and as a result without any preferential right of subscription, vesting in the Board of Directors, with powers of subsequent delegation, the execution and definition of all particulars of the issue not established by the General Meeting of Shareholders. Approval of the increase to the capital stock of the Company to the amount required in order to cover the exercise of the rights vested in the warrants, disbursement through the offsetting of credits, and empowerment of the Board of Directors, with powers of delegation, to execute the capital increase agreed on one or more occasions as the rights vested in the warrants are exercised.
- 7th. Modification to the terms and conditions of the issue of exchangeable or convertible notes performed by Fomento de Construcciones y Contratas, S.A. amounting to 450,000,000 euros at 6.50%, maturing in 2014, empowering the Board of Directors, with powers of delegation, to execute and establish the particulars thereof where not established by the General Meeting of Shareholders. Approval of the increase of the capital stock of the Company with the amount required in order to cover the conversion of notes through the issuance of new Company shares on the basis of the new conversion price, with exclusion of the preferential right of subscription and empowerment of the Board of Directors, with powers of delegation, to execute the capital increase agreed on one or more occasions as the note conversion rights are exercised.
- 8th. Broad empowerment of the directors to implement, notarise, register, rectify and execute the adopted resolutions.
- 9th. Approval, as applicable, of the Meeting's minutes in any of the ways established in article 202 of the Capital Companies Act, or by application of the provisions of article 203 of that Act, as appropriate.