

2012 ORDINARY GENERAL MEETING OF SHAREHOLDERS

ATTENDANCE, PROXY AND DISTANCE VOTING CARD

Attendance, Proxy and Distance Voting Card for the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., to be held at HOTEL PORTA FIRA, Plaza Europa, 45 08908 Hospitalet de Llobregat (Barcelona), at **16:00 on 31 May 2012** at first call, or the following day at the same place and time, at second call (the Meeting will foreseeably be held at first call).

ATTENDANCE IN PERSON

Any shareholder who wishes to attend the Meeting in person must sign in the space below and submit this attendance card at the venue on the date of the Meeting.

Signature of shareholder attending in person

Full name of shareholder	
Securities account code	No. of shares

In, on 2012

PROXY

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

1. ☐ The Chairman of the Shareholders' Meeting

2. ☐ Mr/Ms..... National ID No.

If the proxy is not identified by name, the proxy will be understood to have been conferred on the Chairman of the Shareholders' Meeting.

To grant voting instructions, please check the appropriate boxes in the table below. In the event that none of the boxes are checked, the proxy will vote in favour of the motions proposed by the Board of Directors.

Items on the agenda	1	2	3	4.1	4.2	5.1	5.2	5.3	5.4	6	7	8	9	10	11	12
In favour																
Against																
Abstention																
Blank																

The proxy will apply to motions relating to matters not included in the attached agenda, in relation to which the proxy shall vote as he/she deems most favourable to the interests of the principal, except where the shareholder has checked the "NO" box below, in which case it will be understood that the shareholder instructs the proxy to refrain from voting on motions not included in the agenda. ☐ NO

For the purposes of articles 523 and 526 of the Spanish Capital Companies Act, the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest (i) with respect to item 2 of the Agenda; (ii) with respect to item 4 of the Agenda, only in the specific case of directors whose re-appointment is proposed; (iii) with respect to item 10 of the Agenda; and (iv) in the cases detailed in sections b) and c) of article 562.1 of the Capital Companies Act (removal of directors and shareholder derivative suits) which may arise off the Agenda in accordance with the 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. Check the "NO" box below only if you do not authorise the sub-delegation (in which case it will be understood that the shareholder instructs the proxy to abstain): ☐ NO

Shareholder's signature

Proxy's signature

In, on 2012

In, on 2012

DISTANCE VOTING

The holder of the shares indicated above votes in favour of all motions proposed by the Board of Directors relating to the items on the attached agenda, except as indicated otherwise below (check the appropriate boxes):

Items on the agenda	1	2	3	4.1	4.2	5.1	5.2	5.3	5.4	6	7	8	9	10	11	12
In favour																
Against																
Abstention																
Blank																

Unless expressly stated otherwise in the manner indicated below, and in connection with motions not proposed by the Board of Directors or items not included in the attached agenda, the proxy will be deemed to be conferred on the Chairman of the General Meeting, the rules on how to vote in the event that there are no voting instructions and in cases of conflict of interest described in the Proxy section of this card being applicable. Check the "NO" box only if you do not grant proxy (in which case it will be understood that the shareholder abstains from voting on such motions). ☐ NO

Shareholder's signature

In, on 2012

Full name of shareholder	
Securities account code	No. of shares

ATTENDANCE RIGHT

Shareholders possessing one or more shares, including those without voting rights, shall be entitled to attend the General Meeting, provided that the ownership of the shares is registered in the ledger of account entries at least (5) five days in advance of the Meeting date and the shareholder accredits such ownership by exhibiting the pertinent certificate of legitimation or this attendance card.

PROXY

Any shareholder entitled to attend the General Meeting may be represented by another person, who need not be a shareholder. To that end, the Proxy section of this card must be completed and signed by the shareholder who is granting proxy. The proxy form may be delivered to the Company by postal mail, email or by any other means of distance communication in accordance with the provisions of the Articles of Incorporation, the Rules of the General Meeting of Shareholders and the information contained in the notice of meeting and on the company's website (www.fcc.es)

The proxy form must be received by the Company at least five (5) hours prior to the scheduled time of the General Meeting at first call. Otherwise, proxies will not be recognised.

DISTANCE VOTING

Shareholders may vote at a distance by means of postal mail, email or on the company's website (www.fcc.es) in the section on the General Meeting under "Shareholders and investors", following the instructions there:

- Shareholders who wish to cast their vote by postal mail must send this card, completed and signed, to the Company.
- Votes by electronic means must be cast using an authorised electronic signature and must include an unalterable electronic copy of this card, completed and signed. Distance voting via the company's website as from the time of publication of the notice of General Meeting must be done by following the instructions specified for that purpose on the website.

Votes cast by any of the means provided in the preceding paragraphs must be received by the Company at least five (5) hours prior to the scheduled time of the General Meeting at first call. Otherwise, the vote will be deemed to be void.

Distance voting by any of the above-mentioned means shall be considered void in the event of:

- Subsequent express revocation by the same means used to cast that vote and by the deadline for such action.
- Physical attendance at the meeting by the shareholder who voted.

AGENDA

1. *Examination and approval of the financial statements and directors' reports of Fomento de Construcciones y Contratas, S.A. and its consolidated group for 2011, as well as the Board of Directors' conduct of business in that year.*
2. *Examination and approval of the proposed distribution of 2011 income.*
3. *Re-appointment of auditors for the Company and its consolidated group.*
4. *Appointment of directors.*
5. *Amendment to the Articles of Incorporation.*
 - 5.1. *Amendment to the Articles of Incorporation to adapt their content to the recent changes in the legislation governing companies: Article 4 (Domicile, branches and corporate website), Article 6 (Shares), Article 12 (The General Shareholders Meeting), Article 14 (Meeting Announcements), Article 18 (Legitimation for attending General Meetings), Article 19 (Representation), Article 23 (Right to Information), Article 24 (Deliberations. Resolutions. Minutes), Article 29 (Requirements and Term), Article 30 (Announcement. Meetings), Article 31 (Constitution), Article 44 (Deposit of Annual Accounts) and Article 46 (Liquidation).*
 - 5.2. *Amendment to the Articles of Incorporation to make technical corrections or coordinate their content with the rest of the company's texts: Article 16 (Authority and Obligation to Call General Meetings), Article 17 (Formation of the General Meeting), Article 25 (Powers of the General Meeting), Article 39 (Audit and Control Committee and Appointment and Remuneration Committee) and Article 40 (The Advisory Board).*
 - 5.3. *Amendment to article 2 ("Corporate purpose") of the Articles of Incorporation.*
 - 5.4. *Amendment to article 37 ("Remuneration") of the Articles of Incorporation.*
6. *Amendment to the Rules of the General Meeting of Shareholders to update their content in line with recent changes to legislation regarding companies: articles 1, 3, 4, 5, 6, 7, 8, 9, 11, 15, new 15 bis, 16 and 19.*
7. *Approval of the Company's corporate website for the purposes of articles 11 bis, 11 ter and 11 quater of the Capital Companies Act.*
8. *Decision on the period of notice for extraordinary general meetings in the terms of article 515 of the Capital Companies Act.*
9. *Extension of the period granted to the Board of Directors by the General Meeting of Shareholders on 10 June 2009 to execute the resolution to reduce capital through amortisation of own shares that was adopted by that General Meeting.*
10. *Advisory vote on the annual report on director remuneration policy referred to in article 61 ter of the Securities Market Act.*
11. *Broad empowerment of the directors to implement, notarise, register, rectify and execute the adopted resolutions.*
12. *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.*