

**FORM ANNEX I**  
**ANNUAL REPORT ON DIRECTOR REMUNERATION**  
**IN LISTED PUBLIC LIMITED COMPANIES**

**ISSUER IDENTIFICATION DATA**

FINANCIAL YEAR OF REFERENCE ENDING ON 2015

Company Tax ID A  
28037224

Company name: FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

Company address: calle Balmes, 36, BARCELONA

## ANNUAL REPORT ON DIRECTOR REMUNERATION IN LISTED PUBLIC LIMITED COMPANIES

### **A COMPANY REMUNERATION POLICY FOR THE CURRENT FINANCIAL YEAR**

A.1 Explain the company's remuneration policy. This section must include information on:

- General principles and foundations of the remuneration policy.
- The most significant changes made to the remuneration policy with regards to that applied in the previous financial year, as well as any amendments that have been made during the financial year to the terms for exercising previously awarded options.
- Criteria used to establish the company's remuneration policy.
- Relative importance of the variable remuneration items compared with those that are fixed and criteria followed to determine the different components of the directors' remuneration package (*remuneration mix*).

| Explain the remuneration policy                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| General principles and foundations of the remuneration policy:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                         |
| <p>-In accordance with the provisions of Article 38 of the Articles of Association, the remuneration policy for FCC directors considers the roles and responsibilities performed by each director within the Board itself and its Committees, and corresponds to their time commitment to the Company, with the aim of strengthening the motivation and retention of highly qualified professionals.</p> <p>In this way, the director remuneration policy aims to ensure that they receive remuneration that is in line with the market yet competitive, in line with that paid by companies in a similar line of business and of a similar size, which is subject to periodic review by the Appointments and Remuneration Committee in order that they may propose any amendments to the Board that they, in turn, deem necessary.</p> <p>- However, the remuneration policy must respect the following criteria set out under Art. 28.4 of the Rules of the Board of Directors:</p> |                                                                                                                                                                                                                                                                                                                                                                         |
| i.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Non-executive director remuneration should sufficiently compensate them for the time commitment, abilities and responsibility that the post entails, but should not be so high as to compromise their independence;                                                                                                                                                     |
| ii.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <i>Any remuneration related to shares in the Company or other companies in the Group, share options or other share-based remuneration, variable remuneration linked to the Company's performance or pension schemes should be confined to executive directors except in those cases where directors are obliged to retain the shares until the end of their tenure;</i> |

- iii. *For remuneration linked to Company revenue, this should take account of any qualifications in the external auditor's report that lead to a reduction in this revenue; and.*
- iv. *For variable remuneration, the remuneration policies should include precise technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company sector, or other circumstances of this kind.*

*- In terms of remuneration items, Article 38 of the Articles of Association "Remuneration" states that: "The position of director is paid. Remuneration of directors in their capacity as such, for the whole Board of Directors, shall consist of a share of the net profit which cannot exceed two percent (2%) of the Company's revenue for the financial year as stated in the consolidated financial statements of the Group of which the Company is the parent entity, once the Legal Reserve requirements have been met and a minimum dividend of four percent (4%) of the nominal value of the shares has been paid to shareholders. The percentage for each financial year shall be set at the General Meeting.*

*The Board of Directors shall distribute among its members the remuneration decided by the General Meeting, taking into account the duties and responsibilities carried out by each of them in the Board itself and in the internal Committees, as well as other criteria set out in the Rules of the Board of Directors.*

*Notwithstanding the foregoing, directors shall be remunerated for their attendance at Board meetings and those of their internal Committees. To this end, the General Meeting shall determine the corresponding amount for each financial year in this regard, which shall be distributed by the Board among its members, in view of their effective attendance at Board meetings and those of the internal Committees they are members of.*

*In addition, the Company shall, in any case, continue to pay general liability insurance for its directors.*

*In accordance with the agreement adopted by the General Meeting in this regard, director remuneration could also consist of the provision of shares, share option entitlement or any other kind of remuneration based on the value of the Company's shares, regardless of the terms set out herein above.*

*The remuneration of directors must always be reasonably in proportion with the importance of the Company, the economic situation applicable at all times and the market standards of comparable companies. The established remuneration system must aim to promote the long-term profitability and sustainability of the Company, and incorporate the necessary prudence so as to prevent any excessive risk-taking and reward for unfavourable results.*

*The remuneration set out in the sections herein above, relating to forming*

part of the Board of Directors, shall be compatible with other work-related compensation, whether professional or employment remuneration which the Directors are entitled to due to performing director, executive or advisory duties or those of any other nature other than those concerning the supervision and decision-making duties that are inherent to their position as directors, which they, in turn, carry out for the Company, which will be determined by the Board of Directors in accordance with the provisions of the director remuneration policy approved by the General Meeting and which shall be included in an agreement signed between the director and the Company, which must be previously approved by the Board of Directors with a favourable vote of at least two thirds of its members, and must be appended to the minutes of the session. The director concerned shall refrain from attending the debate and taking part in the vote. This agreement, which shall be consistent with the Company's remuneration policy, must contain all indications required by Law and, especially, all instances where the director can obtain remuneration in consideration of the performance of executive duties.

The Board of Directors shall draw up an annual report on director remuneration, which contains the Company remuneration policy approved by the General Meeting for the current financial year, an overview of how the remuneration policy was applied during the financial year, as well as the itemised individual remuneration accrued by each director, which shall be published and voted upon by the Ordinary General Meeting of Shareholders, on a consultative basis, as a separate item on the agenda, in the terms set out by Law.

- The Board of Directors has agreed to continue with the same remuneration policy as in 2015, having approved in a meeting on 25 February 2016 that the remuneration received for performance in 2016 for duties inherent to the position as Director shall comprise, in accordance with the provisions of the Company's Articles of Association, a fixed part derived, in turn, from a share of the Company's net profit, and another part in accordance with their effective attendance at Board of Directors and internal Committee meetings, in the same terms and amounts set out in the remuneration policy report for the 2015 financial year.

Consequently, the remuneration policy for directors for the 2016 financial year shall be as follows<sup>a</sup>:

**A) Fixed remuneration, related, in turn, to the net profit:**

The annual remuneration received by the directors for membership of the Board, or its various Committees, is structured in the following way:

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<sup>a</sup> FCC is among the Ibex-35 companies that least remunerate their Board in accordance with the Spencer Stuart 2015 Board Index, 19th edition.

| Fixed remuneration (related to profit)                     | Amount (Euros) |  |
|------------------------------------------------------------|----------------|--|
| Membership of the Board                                    | 41,720         |  |
| Membership of the Executive Committee                      | 27,744         |  |
| Membership of the Auditing and Control Committee           | 20,850         |  |
| Membership of the Appointments and Remuneration Committee. | 20,850         |  |

**B) Remuneration for effective attendance at Board of Directors and internal Committee meetings.**

For the current financial year, remuneration will be accrued for effective attendance, either in person<sup>b</sup> or by remote means of communication (such as video-conference or multi-conference), at meetings held by the Board or its Committees.

The remuneration amount per meeting for the current financial year will be as follows:

| REMUNERATION FOR EFFECTIVE ATTENDANCE   | AMOUNT IN EUROS PER MEETING |
|-----------------------------------------|-----------------------------|
| Board of Directors                      | 2,500                       |
| Executive Committee                     | 1,875                       |
| Audit and Control Committee             | 1,500                       |
| Appointments and Remuneration Committee | 1,500                       |

Non-executive director remuneration contains no variable remuneration items linked to the value of FCC shares or any other instrument.

In accordance with Article 38 of the Articles of Association, the Company continues to pay general liability insurance for directors.

**A.2\_** Information on the preparatory work and the decision-making process that has been followed to determine the remuneration policy and the role carried out, in turn, by the remuneration committee and other supervisory bodies in shaping the remuneration policy. This information shall include, where applicable, the mandate given to the remuneration committee, its composition and the identity of the external consultants whose services were required to define the remuneration policy. In the same way, the nature of the directors who, in turn, intervened in defining the remuneration policy shall be stated.

<sup>b</sup> In person: "in person" and not by "representation"

| Explain the process to determine the remuneration policy                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Reporting process.</p> <p>When determining the remunerations policy, and drawing up this report, each and every one of the members of the Appointments and Remuneration Committee actively intervened and participated, under the management and coordination of their Chairman, whereby the comments and suggestions made by all were taken into consideration.</p> <p>In addition, information and advice from the Company's internal services was provided, without receiving any advice from external consultants for these purposes. (Art. 28 of the Rules of the Board).</p> <p>As established in Article 38 of the Rules of the Board of Directors of the Company, the remit of the Appointments and Remuneration Committee includes:</p> <p><i>f) Proposing to the Board of Directors the remuneration policy of Directors and general directors or whoever carries out their senior management functions with direct accountability to the Board, the Executive Committee or the Chief Executive Officer, and the individual remuneration and other contractual conditions of the Executive Directors, while ensuring that they are correctly implemented. Furthermore, reporting on and making proposals for multi-year incentive plans for the Company's senior management, particularly those related to the value of shares. Proposing to the Board of Directors the distribution among its Directors of the remuneration stemming from their position as Directors decided by the General Meeting of Shareholders in accordance with the Articles of Association and these Rules.</i></p> <p>The members of the Appointments and Remuneration Committee are as follows:</p> <ul style="list-style-type: none"> <li>- Chairman Mr. Alvaro Vázquez de Lapuerta (Independent)</li> <li>- DOMINUM DESGA SA represented by Esther Alcocer _____Koplowitz (Proprietary)</li> <li>- Mr. Juan Rodriguez Torres (Proprietary)</li> <li>- Mr. Manuel Gil Madrigal (Independent)</li> <li>- Felipe Bernabé García Pérez - Secretary, non-board member</li> </ul> <p>Lastly, in order to determine the remuneration policy, data regarding the remuneration paid in the market by companies of a similar size and in a similar line of business was taken into account, as well as the recommendations and indications in the Unified Code of Good Governance published by the Spanish National Securities Market Commission regarding the structure of directors' remuneration.</p> |

A.3 Indicate the amount and nature of the fixed components with a breakdown, where applicable, of the remuneration for executive directors exercising

senior management functions, the additional remuneration for the Chairperson or membership of a Board Committee, attendance allowances for Board and Board committee participation and other fixed remuneration for directors, as well as an estimation of the fixed annual remuneration they entail. Identify other benefits that are not settled in cash and the essential parameters used to award them.

| Explain the fixed remuneration components                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>As has been stated previously, the FCC Board of Directors will receive fixed remuneration deriving, in turn, from a share of the Company's net profit, and attendance allowances in accordance with their effective attendance at Board of Directors and Committee meetings, in the terms set out in Section A.1 above.</p> <p>There are no Executive Directors for the current financial year.</p> |

#### A.4 Explain the amount, nature and main features of the variable components of remuneration systems.

In particular:

- Identify each of the remuneration plans the directors are beneficiaries of, their scope, their approval date, implementation date, validity period and main features. For plans on share options and other financial instruments, the general features of the plan would include information on the conditions for exercising these options or financial instruments for each plan.
- Indicate any remuneration paid under profit-sharing or bonus schemes and the reason why it was awarded.
- Explain the main parameters and grounds for any annual bonus system.
- The categories of directors (executive directors, external proprietary directors, independent external directors or other external directors) who are beneficiaries of the remuneration systems or plans including variable remuneration.
- The grounds for these variable remuneration systems or plans, the performance assessment criteria chosen, and the components and methods of assessment used to determine whether these assessment criteria have been fulfilled or not, along with an estimation of the absolute amount of variable remuneration the current remuneration plan would provide for, according to the degree of fulfilment of the hypotheses or targets set as a benchmark.
- Where applicable, information will be given on the periods established for deferred or postponed payments and/or the periods for retaining shares or other financial instruments, if any.

| Explain the variable components of remuneration systems                               |
|---------------------------------------------------------------------------------------|
| In the current financial year, no member of the Board receives variable remuneration. |

- A.5 Explain the main features of the long-term savings schemes, including retirement and any other survivors' benefit partially or entirely financed by the company, whether provided internally or externally, with an estimate of its amount or equivalent annual cost, indicating the type of plan, whether it is a defined-contribution plan or a defined benefit, the conditions for directors' vested economic rights and its compatibility with any type of compensation due to early termination or termination of the contractual relationship between the company and the director.

Furthermore, indicate the contributions made for the director to defined-contribution pension plans; or the increase in the vested rights of the director in the event of contributions to defined benefit plans.

| Explain the long-term savings schemes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
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| <p>After authorisation from the Executive Committee, when it existed, the Company took out and paid for an insurance premium to cover the contingencies relating to death or permanent incapacity to work, bonuses and retirement pensions or other such items in this regard, among others, for some directors and senior executives.</p> <p>In particular, the contingencies that give rise to compensation are those that involve termination of the working relationship for any of the following reasons:</p> <ul style="list-style-type: none"> <li>a) Unilateral decision by the company</li> <li>b) Winding up or demise of the parent company for any reason, including mergers or spin-offs.</li> <li>c) Death or permanent disability.</li> <li>d) Other causes of physical or legal incapacitation.</li> <li>e) Substantial amendment of the professional conditions.</li> <li>f) Termination, upon reaching 60 years of age, at the request of the director and with the agreement of the company.</li> <li>g) Termination, upon reaching 65 years of age, due to a unilateral decision by the director.</li> </ul> <p>Mr. Felipe B. García Pérez, executive director until 13 January 2015 and currently non-board member general secretary, in his capacity as beneficiary of the aforementioned insurance policy, may receive an amount equivalent to the net equivalent quantity of 3.5 times his gross annual remuneration.</p> <p>The estimation of accumulated rights is: €3,242,604.17</p> <p>There was no contribution made to the aforementioned insurance policy for this director in 2015.</p> |

- A.6 Indicate any compensation agreed or paid in the event of termination of director duties.

| Explain the compensation |
|--------------------------|
| There is none.           |

- A.7 Indicate the conditions that must be respected by those exercising senior managerial functions as executive directors. Among other things, information will be given on the duration, the limits to compensation sums, minimum term commitment clauses, notice periods, as well as payment in lieu of said notice periods, and any other clauses relating to employment premiums, as well as compensation or golden parachutes for early termination of the contractual relationship between the company and the executive director. They must also include, among others, non-compete, exclusivity, minimum term commitment or loyalty, and post-contractual non-compete agreements or covenants.

| Explain the terms and conditions of the executive director agreements |
|-----------------------------------------------------------------------|
| There are no Executive Directors for the current financial year.      |
|                                                                       |

- A.8 Explain any additional remuneration accrued by directors as compensation for services provided other than those inherent to their position.

| Explain the additional remuneration                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| In a Board meeting on 27 February 2015, approval was given to sign a service provision agreement between FCC and the Director Alejandro Aboumrad for an annual amount of no more than 338,000 EUR gross. The agreement was signed that day. With the exception of this case, there is no additional remuneration for services provided to the Company. |

- A.9 State any remuneration in the form of advances, loans and guarantees granted, indicating the interest rate, the essential features and the amounts eventually returned, as well as the obligations undertaken in the form of guarantees.

| Explain the advances, loans and guarantees granted                              |
|---------------------------------------------------------------------------------|
| There are no advances, loans or guarantees granted to directors by the Company. |

- A.10 Explain the main features of payments in kind.

| Explain the payments in kind                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Company establishes the following types of payments in kind, however at present there are no executive directors in the Group who receive them:</p> <p><u>Travel insurance:</u><br/>Executive directors are beneficiaries of accident insurance for trips taken by plane, train or ship, in order to perform their professional duties in the company, which is applicable to all Company employees. Coverage amount: €601,012.10 per person, with a maximum of €4,207,091.00 per accident. The premium is paid in full by the company.</p> |

Insurance against death resulting from an accident and total permanent disability:

Executive directors are beneficiaries of insurance against death resulting from an accident and total permanent disability, which is applicable to all Company employees and which aims to cover the accident leading to death or total permanent disability, during or outside of working hours, under the terms and conditions of the policy in force. The coverage for both contingencies will cover the sum of a year's worth of their respective fixed salaries. The premium is paid in full by the company.

Medical insurance:

Executive directors are beneficiaries of medical insurance which the Company offers to all employees. In accordance with the policy set out, the Company subsidises the cost of this insurance, paying 50% of the premium.

- A.11 State the remuneration accrued by the director as a result of payments made by the listed company to a third party to which the director provides services, when said payments are intended to pay for his/her services to the company.

|                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| State the remuneration accrued by the director as a result of payments made by the listed company to a third party to which the director provides services |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                |
|----------------|
| There is none. |
|----------------|

- A.12 Any other remuneration items other than the above, whatever their nature or the group company that pays for it, especially when it is deemed as a related-party transaction or payment distorts the true image of the total remuneration accrued by the director.

|                                      |
|--------------------------------------|
| Explain the other remuneration items |
|--------------------------------------|

|                 |
|-----------------|
| There are none. |
|-----------------|

- A.13 Explain the actions taken by the company regarding the remuneration system to reduce exposure to excessive risks and adapt them to the long-term objectives, values and interests of the company, which will include, in turn, a reference to: measures set out to guarantee that the remuneration policy considers the long-term revenues of the company, measures that establish the right balance between the fixed and variable components of remuneration, measures adopted regarding job categories where the professional activities have a material impact on the risk profile of the company, recovery formulae or clauses to demand reimbursement of variable components of performance-based pay when these components have been paid in accordance with data that have subsequently proven to be manifestly inaccurate, and measures set out to prevent conflicts of interest, if applicable.

|                                               |
|-----------------------------------------------|
| Explain the actions taken to reduce the risks |
|-----------------------------------------------|

|                                                                                                                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FCC's remuneration system is directly linked to the Company's revenue, since the remuneration of directors mainly consists of a share of the Company's net profits, and therefore when there are no profits, the |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

members of the FCC Board of Directors solely receive the attendance allowance from effectively attending the Board and Committee meetings.

However, in accordance with the provisions of Article 28 of the Rules of the Board of Directors, among other factors that the Company's remuneration policy must respect, it is established that the remuneration should be in reasonable proportion with the importance of the Company, the economic situation it finds itself in at all times and the market standards of comparable companies, and the remuneration system set out should intend to promote long-term profitability and sustainability in the Company, and include the necessary precautions to avoid undertaking excessive risks and rewarding unfavourable results.

Regarding the measures set out to prevent conflicts of interest, as established in Articles 22 and 23 of the Rules of the FCC Board of Directors, directors have a duty to abstain from attending and intervening in discussions on issues they have an interest in, either directly or indirectly, and from voting on the relevant decisions. Furthermore, directors must inform the Board of Directors, with sufficient notice, through the Corporate Responsibility Department or any other by which it may be replaced, of any situation likely to lead to a conflict of interest with the interest of the Company, the interest of the companies forming part of the FCC Group or its related companies.

## **B REMUNERATION POLICY FORECAST FOR FUTURE FINANCIAL YEARS**

- B.1 Give a general forecast of the remuneration policy for future financial years, describing the policy in terms of: fixed components, attendance allowance and variable remuneration, relationship between remuneration and revenue, forecasting systems, agreement terms and conditions for executive directors, and forecast of most significant changes to the remuneration policy with regards to previous financial years.

| General forecast of the remuneration policy                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The remuneration system stated in this report is that which is expected to continue in future financial years, unless governing bodies decide to amend it in line with new circumstances that recommend to do so. |

- B.2 Explain the decision-making process to shape the remuneration policy anticipated for future financial years, and the role of the remuneration committee, where applicable.

| Explain the decision-making process to shape the remuneration policy                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The process stated in this report is that which is expected to continue in future financial years, unless governing bodies decide to amend it in line with new circumstances that recommend to do so. |

- B.3 Explain the incentives created by the company in the remuneration system to reduce exposure to excessive risks and adapt it to the long-term objectives, values and interests of the company.

| Explain the incentives created to reduce the risks                                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The remuneration system stated in this report is that which is expected to continue in future financial years, unless governing bodies decide to amend it in line with new circumstances that recommend to do so. |

## **C OVERVIEW OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE PREVIOUS FINANCIAL YEAR**

C.1 Explain in a summarized manner the main features of the structure and items included in the remuneration policy applied during the last financial year, which produces the itemised individual remuneration accrued by each director as seen in section D of this report, and a summary of the decisions taken by the board for application of these items.

| Explain the structure and items included in the remuneration policy applied during the financial year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>As was mentioned herein above, in accordance with the provisions of Article 38 of the Articles of Association, remuneration of the Company directors consists of a share of the net profits.</p> <p>The profit/loss statement for 2014, approved in the 2015 ordinary General Meeting, incurred losses, and therefore the directors were not remunerated for this item as there were no profits.</p> <p>Notwithstanding the foregoing, directors were remunerated for their attendance at Board meetings and those of their internal Committees.</p> <p>In addition, executive directors were remunerated for the different remuneration items set out in their agreements.</p> <p>Nevertheless, some FCC directors have accrued remuneration for membership of other Group company Boards (specifically, Cementos Portland Valderrivas, S.A.)</p> |

## **D ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR**

The following legal and natural persons were FCC directors either throughout the entire 2015 financial year or part thereof (in the period indicated):

| Name                                                  | Type        | Accrual period 2014           |
|-------------------------------------------------------|-------------|-------------------------------|
| FELIPE BERNABÉ GARCÍA PÉREZ                           | Executive   | From 01/01/2015 to 13/01/2015 |
| HENRI PROGLIO                                         | Independent | From 27/02/2015 to 31/12/2015 |
| FERNANDO FALCÓ Y FERNÁNDEZ DE CÓRDOVA                 | Proprietary | From 01/01/2015 to 13/01/2015 |
| RAFAEL MÓNTES SÁNCHEZ                                 | Proprietary | From 01/01/2015 to 13/01/2015 |
| MARCELINO OREJA AGUIRRE                               | Proprietary | From 01/01/2015 to 13/01/2015 |
| OLIVER ORSINI                                         | Independent | From 01/01/2015 to 27/02/2015 |
| GONZALO RODRÍGUEZ MOURULLO                            | Independent | From 01/01/2015 to 18/02/2015 |
| GUSTAVO VILLAPALOS SALAS                              | Independent | From 01/01/2015 to 27/02/2015 |
| JUAN BÉJAR OCHOA                                      | Executive   | From 01/01/2015 to 18/08/2015 |
| EAC MEDIO AMBIENTE, S.L.                              | Proprietary | From 01/01/2015 to 13/01/2015 |
| SAMEDE INVERSIONES 2010, S.L.U (Formerly B1998, S.A.) | Proprietary | From 01/01/2015 to 31/12/2015 |
| DOMINUM DIRECCIÓN Y GESTIÓN, S.A.                     | Proprietary | From 01/01/2015 to 31/12/2015 |
| EAC INVERSIONES CORPORATIVAS, S.L.                    | Proprietary | From 01/01/2015 to 31/12/2015 |

|                                |             |                               |
|--------------------------------|-------------|-------------------------------|
| LARRANZA XXI, S.L.             | Proprietary | From 01/01/2015 to 15/01/2015 |
| DOMINUM DESGA, S.A.            | Proprietary | From 01/01/2015 to 31/12/2015 |
| INMOBILIARIA AEG, S.A. DE C.V. | Proprietary | From 13/01/2015 to 31/12/2015 |
| INMUEBLES INSEO, S.A DE C.V.   | Proprietary | From 13/01/2015 to 07/10/2015 |
| JUAN RODRÍGUEZ TORRES          | Proprietary | From 07/10/2015 to 31/12/2015 |
| ALEJANDRO ABOUMRAD GONZÁLEZ    | Proprietary | From 13/01/2015 to 31/12/2015 |
| GERARDO KURI KAUFMANN          | Proprietary | From 13/01/2015 to 31/12/2015 |
| MANUEL GIL MADRIGAL            | Independent | From 27/02/2015 to 31/12/2015 |
| ÁLVARO VÁZQUEZ DE LAPUERTA     | Independent | From 27/02/2015 to 31/12/2015 |

D.1 Fill in the following tables giving the individual remuneration of each director (including remuneration for performing executive duties) accrued during the financial year.

**a) Remuneration accrued in the company covered in this report:**

**i) Remuneration in cash (in thousand Euros)**

(Amounts denoted in thousand Euros)

| D.1.A.i)<br>Remuneration<br>in cash                                                     | Salary   | Fixed<br>remuneration | Attendance<br>allowance | Short-term<br>variable<br>remuneration | Long-term<br>variable<br>remuneration | Remuneration<br>for<br>membership<br>of Board<br>Committees | Compensation       | Other items | Total 2015 | Total 2014 |
|-----------------------------------------------------------------------------------------|----------|-----------------------|-------------------------|----------------------------------------|---------------------------------------|-------------------------------------------------------------|--------------------|-------------|------------|------------|
| Dominum Desga, S.A.<br>represented by Esther<br>Alcocer Koplowitz                       |          |                       | 62.1                    |                                        |                                       |                                                             |                    |             | 62.1       | 73         |
| Juan Béjar Ochoa                                                                        | 2,044.08 |                       | 34.37                   | 4,225                                  |                                       |                                                             | 8,375 <sup>i</sup> |             | 14,678.78  | 4,552.25   |
| B-1998, S.A. represented<br>by Esther Koplowitz<br>Romero de Juseu                      |          |                       | 7.5                     |                                        |                                       |                                                             |                    |             | 7.5        | 32.5       |
| Samede Inversiones<br>2010,, S.L. represented by<br>Esther Koplowitz Romero<br>de Juseu |          |                       | 25                      |                                        |                                       |                                                             |                    |             | 25         | 0          |
| Dominum Dirección y<br>Gestión, S.L. represented<br>by Carmen Alcocer<br>Koplowitz      |          |                       | 30                      |                                        |                                       |                                                             |                    |             | 30         | 17.5       |

| <b>D.1.A.i)<br/>Remuneration<br/>in cash</b>                                        | <b>Salary</b> | <b>Fixed<br/>remuneration</b> | <b>Attendance<br/>allowance</b> | <b>Short-term<br/>variable<br/>remuneration</b> | <b>Long-term<br/>variable<br/>remuneration</b> | <b>Remuneration<br/>for<br/>membership<br/>of Board<br/>Committees</b> | <b>Compensation</b> | <b>Other items</b> | <b>Total 2015</b> | <b>Total 2014</b> |
|-------------------------------------------------------------------------------------|---------------|-------------------------------|---------------------------------|-------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------|---------------------|--------------------|-------------------|-------------------|
| EAC Inversiones<br>Corporativas, S.L.<br>represented by Alicia<br>Alcocer Koplowitz |               |                               | 59.1                            |                                                 |                                                |                                                                        |                     |                    | 59.1              | 65                |
| Inmobiliaria AEG, S.A. de<br>C.V. represented by Mr.<br>Carlos Slim Helu            |               |                               | 12.5                            |                                                 |                                                |                                                                        |                     |                    | 12.5              | 0                 |
| Inmuebles Inseo, S.A. de<br>C.V. represented by Mr.<br>Juan Rodríguez Torres        |               |                               | 44.5                            |                                                 |                                                |                                                                        |                     |                    | 44.5              | 0                 |
| Mr. Juan Rodríguez<br>Torres                                                        |               |                               | 15                              |                                                 |                                                |                                                                        |                     |                    | 15                | 0                 |
| Alejandro Aboumrad<br>González                                                      |               |                               | 45.6                            |                                                 |                                                |                                                                        |                     | 281.6              | 327.2             | 0                 |
| Gerardo Kuri Kaufmann                                                               |               |                               | 45.6                            |                                                 |                                                |                                                                        |                     |                    | 45.6              | 0                 |
| Fernando Falcó<br>Fernández de Córdova                                              |               |                               | 0                               |                                                 |                                                |                                                                        |                     |                    | 0                 | 75                |
| Rafael Montes Sánchez                                                               |               |                               | 0                               |                                                 |                                                |                                                                        |                     |                    | 0                 | 46                |

| <b>D.1.A.i)<br/>Remuneration<br/>in cash</b>                     | <b>Salary</b> | <b>Fixed<br/>remuneration</b> | <b>Attendance<br/>allowance</b> | <b>Short-term<br/>variable<br/>remuneration</b> | <b>Long-term<br/>variable<br/>remuneration</b> | <b>Remuneration<br/>for<br/>membership<br/>of Board<br/>Committees</b> | <b>Compensation</b> | <b>Other items</b> | <b>Total 2015</b> | <b>Total 2014</b> |
|------------------------------------------------------------------|---------------|-------------------------------|---------------------------------|-------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------|---------------------|--------------------|-------------------|-------------------|
| Marcelino Oreja Aguirre                                          |               |                               | 0                               |                                                 |                                                |                                                                        |                     |                    | 0                 | 32.5              |
| Felipe Bernabé García<br>Pérez                                   | 400           |                               | 0                               | 119.8                                           |                                                |                                                                        |                     | 14.5               | 534.3             | 434.25            |
| Larranza XXI, S.L.,<br>represented by Lourdes<br>Martínez Zabala |               |                               | 0                               |                                                 |                                                |                                                                        |                     |                    | 0                 | 2                 |
| EAC Medio Ambiente,<br>S.L.                                      |               |                               | 0                               |                                                 |                                                |                                                                        |                     |                    | 0                 | 2                 |
| Henri Proglio                                                    |               |                               | 36.5                            |                                                 |                                                |                                                                        |                     |                    | 36.5              | 15                |
| Manuel Gil Madrigal                                              |               |                               | 54                              |                                                 |                                                |                                                                        |                     |                    | 54                | 0                 |
| Álvaro Vázquez de<br>Lapuerta                                    |               |                               | 54                              |                                                 |                                                |                                                                        |                     |                    | 54                | 0                 |
| Oliver Orsini                                                    |               |                               | 7                               |                                                 |                                                |                                                                        |                     |                    | 7                 | 38                |
| Gonzalo Rodríguez<br>Mourullo                                    |               |                               | 4                               |                                                 |                                                |                                                                        |                     |                    | 4                 | 36.5              |
| Gustavo Villapalos Salas                                         |               |                               | 4                               |                                                 |                                                |                                                                        |                     |                    | 4                 | 50                |

<sup>i</sup> On 18 August 2015, Mr. Juan Béjar Ochoa terminated his position as Chief Executive Officer and resigned from the company, receiving the sum of 8,375,000 EUR as compensation in August.

| Name/ Type/ total<br>accrual period years | Company contribution in financial<br>year (in thousand €) | Amount of accumulated funds<br>(in thousand €) |
|-------------------------------------------|-----------------------------------------------------------|------------------------------------------------|
|-------------------------------------------|-----------------------------------------------------------|------------------------------------------------|

## ii) Share-based remuneration systems

| Name/<br>Type/<br>accrual<br>period year<br>t | Name<br>of Plan and<br>implementation<br>date | Shares owned at the beginning of year t |                           |                       |                    | Options assigned in year t |                           |                       |                    |                        | Shares<br>delivered in<br>year t |
|-----------------------------------------------|-----------------------------------------------|-----------------------------------------|---------------------------|-----------------------|--------------------|----------------------------|---------------------------|-----------------------|--------------------|------------------------|----------------------------------|
|                                               |                                               | No.<br>options                          | No.<br>shares<br>involved | Exercise<br>price (€) | Exercise<br>period | No.<br>options             | No.<br>shares<br>involved | Exercise<br>price (€) | Exercise<br>period | Exercise<br>conditions | No. Price<br>Amount              |
|                                               |                                               |                                         |                           |                       |                    | 0                          | 0                         | 0                     | 0                  | 0                      | 0                                |
|                                               |                                               |                                         |                           |                       |                    | 0                          | 0                         | 0                     | 0                  | 0                      | 0                                |

## iii)

| Name/<br>Type/<br>accrual<br>period year<br>t | Name<br>of Plan and<br>implementation<br>date | Options exercised in year t |                        |                       |                     | Options<br>expired<br>and not<br>exercised | Options at the end of year t |                           |                       |                    |                                       |
|-----------------------------------------------|-----------------------------------------------|-----------------------------|------------------------|-----------------------|---------------------|--------------------------------------------|------------------------------|---------------------------|-----------------------|--------------------|---------------------------------------|
|                                               |                                               | No. options                 | No. shares<br>involved | Exercise<br>price (€) | Gross<br>profit (€) | No.<br>options                             | No.<br>options               | No.<br>shares<br>involved | Exercise<br>price (€) | Exercise<br>period | Other<br>exercise<br>requireme<br>nts |
|                                               |                                               |                             |                        |                       |                     |                                            |                              |                           |                       |                    |                                       |
|                                               |                                               |                             |                        |                       |                     |                                            |                              |                           |                       |                    |                                       |

## Long-term savings schemes

|                                | Year t | year t-1 | 2015t | 2014  |
|--------------------------------|--------|----------|-------|-------|
| Felipe Bernabé<br>García Pérez | 0      | 0        | 3,242 | 3,242 |

iv) Other benefits (in thousand €)

|             | Remuneration in the form of advances and loans granted |                                       |                             |
|-------------|--------------------------------------------------------|---------------------------------------|-----------------------------|
| Name / Type | Interest rate for the transaction                      | Essential features of the transaction | Amounts eventually returned |
| Director 1  |                                                        |                                       |                             |
| Director 2  |                                                        |                                       |                             |

| Name / Type | Life insurance premiums |      | Guarantees established by the company for directors |          |
|-------------|-------------------------|------|-----------------------------------------------------|----------|
|             | 2015t                   | 2014 | Year t                                              | year t-1 |
|             | 0                       | 0    |                                                     |          |
|             | 0                       | 0    |                                                     |          |

b) Remuneration accrued by company directors due to board membership in other Group companies:

i) Remuneration in cash (in thousand Euros)

| Name/ Type/<br>accrual period<br>year t  | Salary | Fixed<br>remunerat<br>ion | Attend<br>ance<br>allowa<br>nce | Short-term<br>variable<br>remuneration | Long-term<br>variable<br>remuneration | Remuneration<br>for membership<br>of board<br>committees | Compensation | Other items | Total<br>2015 | Total 2014 |
|------------------------------------------|--------|---------------------------|---------------------------------|----------------------------------------|---------------------------------------|----------------------------------------------------------|--------------|-------------|---------------|------------|
| EAC Inversiones<br>Corporativas,<br>S.L. |        |                           | 22.8                            |                                        |                                       |                                                          |              |             | 22.8          | 30         |
| Rafael Montes<br>Sánchez                 |        |                           | 2                               |                                        |                                       |                                                          |              |             | 2             | 20         |
| Gustavo<br>Villapalos Salas              |        |                           | 0                               |                                        |                                       |                                                          |              |             | 0             | 26         |
| Cartera Deva                             |        |                           | 0                               |                                        |                                       |                                                          |              |             | 0             | 4          |
| Olivier Orsini                           |        |                           | 0                               |                                        |                                       |                                                          |              |             | 0             | 16         |
| Juan Béjar Ochoa                         |        |                           | 12                              |                                        |                                       |                                                          |              |             | 12            | 18         |
| EAC Medio<br>Ambiente, S.L.              |        |                           | 25.4                            |                                        |                                       |                                                          |              |             | 25.4          | 20         |
| Gerardo Kuri<br>Kaufmann                 |        |                           | 18                              |                                        |                                       |                                                          |              |             | 18            | 0          |
| Inmobiliaria<br>AEG, S.A. de<br>C.V.     |        |                           | 18                              |                                        |                                       |                                                          |              |             | 18            | 0          |
| Inmuebles Inseo,<br>S.A de C.V.          |        |                           | 11                              |                                        |                                       |                                                          |              |             | 11            | 0          |
| Juan Rodríguez<br>Torres                 |        |                           | 10.8                            |                                        |                                       |                                                          |              |             | 10.8          | 0          |
| Álvaro Vázquez<br>de Lapuerta            |        |                           | 13.8                            |                                        |                                       |                                                          |              |             | 13.8          | 0          |

**ii) Share-based remuneration systems**

| Name/<br>Type/<br>accrual<br>period<br>year t | Shares owned at the beginning of year t |                           |                       |                    | Options assigned in year t |                           |                       |                    |                        | Shares<br>delivered in<br>year t |
|-----------------------------------------------|-----------------------------------------|---------------------------|-----------------------|--------------------|----------------------------|---------------------------|-----------------------|--------------------|------------------------|----------------------------------|
|                                               | No.<br>options                          | No.<br>shares<br>involved | Exercise<br>price (€) | Exercise<br>period | No.<br>options             | No.<br>shares<br>involved | Exercise<br>price (€) | Exercise<br>period | Exercise<br>conditions | No. Price<br>Amount              |
| Director 1                                    |                                         |                           |                       |                    |                            |                           |                       |                    |                        |                                  |

|                                               | Options exercised in year t |                           |                               |                     | Options<br>expired<br>and not<br>exercised | Options at the end of year t |                        |                       |                    |                                       |
|-----------------------------------------------|-----------------------------|---------------------------|-------------------------------|---------------------|--------------------------------------------|------------------------------|------------------------|-----------------------|--------------------|---------------------------------------|
| Name/<br>Type/<br>accrual<br>period year<br>t | No.<br>options              | No.<br>shares<br>involved | Quoted<br>market<br>price (€) | Gross<br>profit (€) | No.<br>options                             | No.<br>options               | No. shares<br>involved | Exercise<br>price (€) | Exercise<br>period | Other<br>exercise<br>requireme<br>nts |
| Director 1                                    |                             |                           |                               |                     |                                            |                              |                        |                       |                    |                                       |

### iii) Long-term savings schemes

| Name/ Type/ total<br>accrual period years | Company contribution in financial<br>year (in thousand €) |          | Amount of accumulated funds (in<br>thousand €) |          |
|-------------------------------------------|-----------------------------------------------------------|----------|------------------------------------------------|----------|
|                                           | Year t                                                    | year t-1 | Year t                                         | year t-1 |
| Director 1                                |                                                           |          |                                                |          |

**iv) Other benefits (in thousand €)**

|             | Remuneration in the form of advances and loans granted |                                       |                             |
|-------------|--------------------------------------------------------|---------------------------------------|-----------------------------|
| Name / Type | Interest rate for the transaction                      | Essential features of the transaction | Amounts eventually returned |
| Director 1  |                                                        |                                       |                             |
| Director 2  |                                                        |                                       |                             |

| Name / Type | Life insurance premiums              | Guarantees established by the company for directors |
|-------------|--------------------------------------|-----------------------------------------------------|
|             | Year t                      year t-1 | Year t                      year t-1                |
| Director 1  |                                      |                                                     |
| Director 2  |                                      |                                                     |

**c) Summary of remuneration (in thousand €):**

The summary must include the corresponding amounts for all remuneration items included in this report that have been accrued by the director, in thousand Euros.

Long-term savings schemes will include the contributions or provisions made for these types of schemes:

|                                                                                  | Remuneration accrued in the Company |                         |                                     |            | Remuneration accrued in Group companies |                            |                                     |                  | Totals                 |            |                                                          |
|----------------------------------------------------------------------------------|-------------------------------------|-------------------------|-------------------------------------|------------|-----------------------------------------|----------------------------|-------------------------------------|------------------|------------------------|------------|----------------------------------------------------------|
|                                                                                  | Total remuneration in cash          | Amount of issued shares | Gross profit from options exercised | Total 2015 | Total remuneration in cash              | Amount of delivered shares | Gross profit from options exercised | Total 2015 Group | Total 2015             | Total 2014 | Contribution to savings scheme throughout financial year |
|                                                                                  |                                     |                         |                                     |            |                                         |                            |                                     |                  |                        |            |                                                          |
|                                                                                  |                                     |                         |                                     |            |                                         |                            |                                     |                  |                        |            |                                                          |
| Name / Type                                                                      |                                     |                         |                                     |            |                                         |                            |                                     |                  |                        |            |                                                          |
| Dominum Desga, S.A. represented by Esther Alcocer Koplowitz                      | 62.1                                |                         |                                     | 62.1       | 0                                       |                            |                                     | 0                | 62.1                   | 73         |                                                          |
| Juan Béjar Ochoa                                                                 | 14,678.78                           |                         |                                     | 14,678.78  | 12                                      |                            |                                     | 12               | 14,690.78 <sup>2</sup> | 4,570.25   |                                                          |
| B-1998, S.A. represented by Esther Koplowitz Romero de Juseu                     | 7.5                                 |                         |                                     | 7.5        | 0                                       |                            |                                     | 0                | 7.5                    | 32.5       |                                                          |
| Samede Inversiones 2010, S.L.U., represented by Esther Koplowitz Romero de Juseu | 25                                  |                         |                                     | 25         | 0                                       |                            |                                     | 0                | 25                     | 0          |                                                          |
| Dominum Dirección y Gestión, S.L. represented by Carmen Alcocer Koplowitz        | 30                                  |                         |                                     | 30         | 0                                       |                            |                                     | 0                | 30                     | 17.5       |                                                          |

|                                                                            |                 |  |  |                 |              |  |  |              |                             |                |  |
|----------------------------------------------------------------------------|-----------------|--|--|-----------------|--------------|--|--|--------------|-----------------------------|----------------|--|
| EAC Inversiones Corporativas, S.L. represented by Alicia Alcocer Koplowitz | 59.1            |  |  | 59.1            | 22.8         |  |  | 22.8         | 81.9                        | 95             |  |
| Fernando Falcó Fernández de Córdova                                        | 0               |  |  | 0               | 0            |  |  | 0            | 0                           | 75             |  |
| Rafael Montes Sánchez                                                      | 0               |  |  | 0               | 2            |  |  | 2            | 2                           | 66             |  |
| Marcelino Oreja Aguirre                                                    | 0               |  |  | 0               | 0            |  |  | 0            | 0                           | 32.5           |  |
| Felipe Bernabé García Pérez                                                | 534.3           |  |  | 534.3           | 0            |  |  | 0            | 532.3                       | 434.25         |  |
| Larranza XXI, S.L., represented by Lourdes Martínez Zabala                 | 0               |  |  | 0               | 0            |  |  | 0            | 0                           | 2              |  |
| Henri Proglio                                                              | 36.5            |  |  | 36.5            | 0            |  |  | 0            | 36.5                        | 15             |  |
| Oliver Orsini                                                              | 7               |  |  | 7               | 0            |  |  | 0            | 7                           | 54             |  |
| Gonzalo Rodríguez Mourullo                                                 | 4               |  |  | 4               | 0            |  |  | 0            | 4                           | 36.5           |  |
| Gustavo Villapalos Salas                                                   | 4               |  |  | 4               | 0            |  |  | 0            | 4                           | 76             |  |
| EAC Medio Ambiente, S.L.                                                   | 0               |  |  | 0               | 25.4         |  |  | 25.4         | 25.4                        | 22             |  |
| Inmobiliaria AEG, S.A. de C.V.                                             | 12.5            |  |  | 12.5            | 18           |  |  | 18           | 30.5                        | 0              |  |
| Inmuebles Inseo, S.A de C.V.                                               | 44.5            |  |  | 44.5            | 11           |  |  | 11           | 55.5                        | 0              |  |
| Juan Rodríguez Torres                                                      | 15              |  |  | 15              | 10.8         |  |  | 10.8         | 25.8                        | 0              |  |
| Alejandro Aboumrads González                                               | 327.2           |  |  | 327.2           | 0            |  |  | 0            | 327.2                       | 0              |  |
| Gerardo Kuri Kaufmann                                                      | 45.6            |  |  | 45.6            | 18           |  |  | 18           | 63.6                        | 0              |  |
| Álvaro Vázquez de Lapuerta                                                 | 54              |  |  | 54              | 13.8         |  |  | 13.8         | 67.8                        | 0              |  |
| Manuel Gil Madrigal                                                        | 54              |  |  | 54              | 0            |  |  | 0            | 54                          | 0              |  |
| <b>Total</b>                                                               | <b>16,001.3</b> |  |  | <b>16,001.3</b> | <b>117.6</b> |  |  | <b>117.6</b> | <b>16,118.9<sup>1</sup></b> | <b>5,601.5</b> |  |

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<sup>1</sup> On 18 August 2015, Mr. Juan Béjar Ochoa terminated his position as Chief Executive Officer and resigned from the company, receiving the sum of 8,375,000 EUR as compensation in August.

- D.2 Report on the relationship between the remuneration obtained by the directors and the revenue or any other performance measures the company has, explaining, if applicable, how the variations in the company's performance may have influenced the variation in director remuneration.

The remuneration of Company directors consists of a share of the net profit and therefore their remuneration is directly linked to the profit/loss of the business. In this sense, the profit/loss statement for 2014, approved in the 2015 ordinary General Meeting, incurred losses, and therefore the directors were not remunerated as there were no profits, notwithstanding the director remuneration for their effective attendance at Board meetings and those of their internal Committees.

Additionally, executive directors employed in their position in 2015, thus Mr. Juan Béjar Ochoa (CEO until 18.08.2015) and Mr. Felipe Bernabé García Pérez (Director until 13.01.2015), were remunerated for the different remuneration items set out in their agreements.

- D.3 Report on the result of the consultative vote of the General Shareholders' Meeting on remuneration from the previous financial year, indicating the number of votes cast against, if any:

|            | Number      | % of total |
|------------|-------------|------------|
| Votes cast | 156,088,292 | 59.902     |

|                 | Number      | % of votes cast |
|-----------------|-------------|-----------------|
| Votes against   | 1,659,373   | 1.063           |
| Votes in favour | 154,428,111 | 98.936          |
| Abstentions     | 808         | 0.001           |

## **E ADDITIONAL INFORMATION OF INTEREST**

If there is any relevant aspect regarding director remuneration that has not been included in the other sections of this report, but which needs to be included so as to gather more complete and reasoned information on the Company's remuneration structures and practices regarding its directors, please now describe it briefly.

- D. 1. A) i) and D. 1 C) On 18 August 2015, Mr. Juan Béjar Ochoa terminated his position as Chief Executive Officer and resigned from the company, receiving the sum of 8,375,000 EUR as compensation in August.

This annual remuneration report was approved by the company's board of directors in a meeting held on 25 February 2016.

Indicate whether there are directors who voted against or abstained regarding the approval of this Report.

Yes ☐

No ☐

| <b>Name or company name of the members of the Board of Directors who did not vote in favour of approving this report</b> | <b>Reasons (against, abstention, non-attendance)</b> | <b>Explain the reasons</b> |
|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|----------------------------|
|                                                                                                                          |                                                      |                            |

## INSTRUCTIONS FOR COMPLETING THE ANNUAL REPORT ON DIRECTOR REMUNERATION IN LISTED PUBLIC LIMITED COMPANIES

### **General issues:**

Information individually relating to legal or natural persons must be completed using the corresponding Tax ID, Company Tax ID or similar code if applicable, notwithstanding its consideration as non-public information for the purposes of disseminating the annual remuneration report in this notice, and the fact that, where natural persons are concerned, it is subject to personal data protection regulations.

When the metrics for measuring financial targets or performance or any concerned with instrument valuation do not use the criteria established in the International Financial Reporting Standards, the company must explain how they measure them and how they are calculated from the audited financial information.

Even if a director has not performed his duties as such for the entire period subject to reporting, any remuneration he/she accrued shall be included in the report, indicating the specific start and end date of his/her tenure.

Director remuneration shall also include, where applicable, remuneration received by means of any persons other than the director, that is to say, any transaction between the organisation and a third party where the purpose of the transaction is to remunerate or compensate the director for acting as such in the organisation.

### **Specific aspects:**

For the purposes of completing the Annual Report on Directors' Remuneration, the following definitions shall be considered:

**Salary:** The amount of remuneration that is not of a variable nature and which the director has accrued for his executive duties.

**Fixed remuneration:** The amount of compensation in cash, with a pre-established payment frequency, which may or may not be consolidated over time and accrued by the director for his/her membership of the board, regardless of effective attendance at board meetings.

**Attendance allowance:** Total amount of allowance for attending the board meetings and, where applicable, those of the delegate committees.

**Short-term variable remuneration:** Variable amount linked to the performance or achievement of a series of either individual or group objectives (quantitative or qualitative), in an accrual period equal to or less than a financial year.

For the purposes of this notice, it shall be understood that the director has accrued the short-term variable remuneration on the end date of the accrual period. The accrual period is the period during which the directors' performance is measured for the purposes of determining their short-term variable remuneration, regardless of the mode or timeframe established for payment of this remuneration or whether the payment is subject to deferral, retention, ex-post adjustment "malus" clauses or clawback clauses.

**Long-term variable remuneration:** Variable amount linked to the performance or achievement of a series of either individual or group objectives (quantitative or qualitative), in an accrual period longer than one financial year.

For the purposes of this notice, it shall be understood that the director has accrued the long-term variable remuneration on the end date of the accrual period. The accrual

period is the period during which the directors' performance is measured for the purposes of determining their long-term variable remuneration, regardless of the mode or timeframe established for payment of this remuneration or whether the payment is subject to deferral, retention, ex-post adjustment "malus" clauses or clawback clauses.

**Remuneration for membership of board committees:** Amount from items other than attendance allowance, which the directors are beneficiaries of due to membership of delegate or consultative board committees, regardless of their effective attendance at these committee meetings.

**Compensation:** Any remuneration accrued by the director due to termination of the relationship linking him to the company.

**Other items:** Total amount from the remaining remuneration accrued in the financial year which was not considered in previous items or in any of the following sections, including remuneration in kind.

Remuneration in kind shall be assessed according to the cost incurred to the company from using, consuming or obtaining goods, rights or services on the director's behalf.

**Options assigned in the financial year:** Options granted to the director although ownership is dependent upon the specific plan that they are subject to.

**Shares delivered in the financial year:** Number of shares delivered in financial year that are not subject to further conditions, notwithstanding the applicability of remuneration reimbursement clauses.

**Shares involved:** (i) Maximum number of shares that the director shall receive in the event that the conditions of the Plan in question are met, as well as the other requirements, including, where applicable, payment of a price, or (ii) Maximum number of shares that shall be used to calculate the final remuneration amount of the director as a result of the Plan in question.

**Exercise price:** Purchase price in Euros of the shares that the option gives the right to purchase, in accordance with the conditions of the plan or the value of the share in Euros which will be used to settle the share appreciation rights.

**Exercise period:** Period in which the director can exercise the options which he/she has effectively acquired ownership of, or in which the share appreciation rights will be settled. The timeframe included shall be the maximum, notwithstanding the fact that there are time restrictions on the sale.

**Exercise conditions:** Exercising the options is subject to conditions which shall be explained.

**Price of shares delivered in the financial year:** Average market value of the share on the date it is delivered to the director.

**Gross profit:** For share options, the positive difference between the market value of the shares on the date the option is settled and the exercise price, multiplied by the number of shares subject to the option exercised. Regarding cash settlements, this shall be the gross amount paid to the director for this settlement. Regarding share appreciation rights, this shall be the positive difference between the market value of the shares on the date the share appreciation rights are settled and the exercise price, multiplied by the number of rights granted.

**Long-term savings schemes:** Information should be obtained on all long-term savings schemes, including retirement and any other survivors' benefit, partially or entirely financed by the company, whether provided internally or externally.

**Contributions made during financial year:** The highest value among the following should be taken: (i) funds contributed during the financial year to any investment, insurance or financial vehicle providing cover for the plan (regardless of whether the beneficiary of the potential benefits is the company or the director himself) (ii) the annual variation in the actuarial present value of the long-term savings scheme, proportionally adjusted to the financial years in service that are effectively recognised in the financial year with regards to those required for payment.

**Amount of accumulated funds:** Amount of funds accumulated in any investment, insurance or financial vehicle providing cover for the scheme (regardless of whether the beneficiary of the potential benefits is the company or the director himself) and which, in any case, cannot be lower than the actuarial present value of the accrued obligation in favour of the director, proportionally adjusted to the financial years in service that are effectively recognised in the financial year with regards to those required for payment.

**Advances:** Amount of payment or delivery, prior to the date the director is due to receive it, of amounts corresponding to any of the remuneration items included in this report.

**Loans granted:** Any loans or credits granted to the director by the Company, as a remuneration item, regardless of whether or not they bear interest.

**Guarantees established by the company for directors:** any obligation of a financial nature undertaken by the company as a remuneration item for directors.

**Group companies:** For the purposes of this notice, the definition of company group as established in Article 42 of the Spanish Code of Commerce shall prevail.

## **A COMPANY REMUNERATION POLICY FOR THE CURRENT FINANCIAL YEAR**

**A.9** This section shall only include information on operations involving conditions of an unusual nature or those unrelated to market conditions.