



FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

**FULL TEXT OF THE PROPOSED RESOLUTIONS FORMULATED BY THE BOARD OF
DIRECTORS TO THE ORDINARY GENERAL MEETING
OF 28 JUNE 2016**

- 1. Assessment and, as applicable, approval of the financial statements and management reports, relating to the financial year of 2015 of the company Fomento de Construcciones y Contratas, S.A. and its Consolidated Group, as well as the management of the Board of Directors during this year.**

The following is proposed: "To Approve the Financial Statements and Management Report, relating to the 2015 financial year of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter referred to as the "Company" or "FCC") and those of its Consolidated Group. These documents have been reported favourably by the Audit and Control Committee and verified by the Company's Account Auditor."

The following is also proposed: "To Approve the management of the Board of Directors of the Company during the financial year ending 31 December 2015."

- 2. Assessment and, as applicable, approval of the proposed distribution of profit from 2015.**

In relation to the negative result shown by the Income Statement of the financial year ending 31 December 2015, the following is proposed: "To allocate the result of the 2015 financial year, with a loss of €34,685,676.64, to the account of "Negative results from previous years"."

- 3. Re-election of the auditors of the accounts of the Company and its Consolidated Group.**

The following is proposed: "To re-elect, based on a favourable report of the Audit and Control Committee, as Account Auditor of the Company and its Consolidated Group for the 2017 financial year, the firm DELOITTE, S.L., with registered address in Madrid, Plaza Pablo Ruiz Picasso, no. 1; registered in the Business and Trade Register of Madrid, in volume 13.650, folio 188, section 8, sheet M-54414 and registered in the ROAC (Official Register of Auditors) under no. S-0692 and holder of Tax ID Code (CIF) B79104469."

- 4. Amending the Articles of Association of the Company.**

4.1. Amendment of Clause 4 ("Registered address, branches and corporate web site").

The following is proposed: "According to the report of the Board of Directors that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 4 of the Articles of Association, under the following terms:

"Clause 4. Registered address, branches and corporate web site

- 1. The Company's registered address is in the City of Barcelona, at calle Balmes, no. 36.*



2. *The Board of Directors is authorised to open, close and transfer branches, offices, agencies, establishments, factories or delegate offices in any city in Spain or abroad, as well as change the registered address within the same national territory by amending this clause in order to include any new address that the Company may have, as a result of a move.*
3. *The Company will have a corporate web site ("www.fcc.es") under the terms established by Law.*

This corporate web site will provide information according to the right of information of shareholders, and it will disseminate the documentation and information required by law and these Articles of Association and other internal regulations of the Company, and any information that is deemed appropriate for shareholders and investors by this medium.

The Board of Directors is competent to amend, remove or transfer the Company's web site".

4.2. Amendment of Clauses 14 ("Powers of the General Meeting") and 17 ("Constitution of the Meeting").

The following is proposed: "According to the report of the Board of Directors that has been available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clauses 14 and 17 of the Articles of Association, under the following terms:

"Clause 14. Powers of the General Meeting

The General Meeting will rule on any matters attributed to it by Law, these Articles of Association or by the Rules of the General Meeting and especially in relation to the following points:

- a) *The approval of the financial statements, the distribution of profit and the approval of the corporate management.*
- b) *The appointment, ratification and removal of directors and the appointment and removal of liquidators and, where applicable, account auditors and the exercise of social responsibility action against any of them.*
- c) *The amendment of these Articles of Association.*
- d) *The increase and reduction of the share capital and the delegation to the Board of Directors of the power to increase the share capital, in which case it may also be authorised to exclude or limit the preferential subscription right under the terms established by Law.*
- e) *The issue or creation of new categories or series of shares.*
- f) *The issue of bonds and other securities which, according to any applicable regulations, fall within the remit of the General Meeting and the delegation to the Board of Directors of the power to issue them.*
- g) *The elimination or limitation of the preferential subscription right.*
- h) *The acquisition, disposal or contribution to another company of essential assets; and the transfer to entities dependent on essential activities carried out up to that time by the Company, even if the latter retains full control over the same.*
The essential nature of the activities and the operating assets will be shown when the volume of the transaction exceeds twenty-five per cent (25%) of the total balance sheet assets.
- i) *The transformation, merger, de-merger, overall transfer of assets and liabilities and the transfer of the registered address to a location abroad.*
- j) *The winding-up of the Company.*

- k) *The approval of the final liquidation balance sheet.*
- l) *Any transactions with an equivalent effect to that of the liquidation of the Company.*
- m) *The directors' remuneration policy under the terms established by Law.*
- n) *Any remuneration or incentive system for directors or senior executives consisting of the provision of shares, share options or any other kind of share-based remuneration.*
- o) *The authorisation for the acquisition of own shares within the legal limits.*
- p) *The approval and amendment of the Rules of the General Meeting.*
- q) *Any other items determined by Law or these Articles of Association".*

"Clause 17. Convening the Meeting

1. *An Ordinary or Extraordinary General Meeting shall be convened in a valid manner at their first session when the shareholders present or represented hold at least fifty per cent (50%) of the subscribed share capital with a voting right; the second session shall be convened in a valid manner when the shareholders present or represented hold at least forty-five per cent (45%) of the subscribed share capital with a voting right. The foregoing excludes any events where, according to the items included on the Agenda, it is not possible to meet the requirement for validly convening the General Meeting of a percentage of capital greater than that established by applicable regulations.*

2. *Furthermore, the percentages referred to in the previous paragraph will also apply to the Ordinary and Extraordinary General Meeting to be able to validly consent to the issue of bonds which, according to any applicable regulations, fall within the remit of the General Meeting, the increase or reduction of the capital, the transformation, merger or de-merger of the Company, the overall transfer of assets and liabilities, the elimination or limitation of the pre-emptive right of new shares, the transfer of the registered address and, in general any amendment to the Articles of Association.*

3. *If, in order to validly adopt a resolution in relation to some or various items of the agenda of the announcement of the General Meeting, pursuant to any applicable legal regulations or the Articles of Association, the presence of a particular percentage of the share capital is necessary and this percentage is not reached, or the consent of particular interested-party shareholders is required and these individuals are not present or represented, the General Meeting will be restricted to deliberating and ruling on any items of the agenda that do not require the attendance of the aforementioned percentage of the share capital or the aforesaid shareholders".*

4.3. Amendment of Clause 16 ("Authority and obligation of convening the Meeting").

The following is proposed: "According to the report of the Board of Directors that has been available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 16 of the Articles of Association, under the following terms:

"Clause 16. Authority and Obligation to Call the Meeting

1. *General Meetings must be convened by the Board of Directors or, where applicable, by the liquidators of the Company. The Board of Directors will convene the General Meeting as and when it is deemed necessary or suitable for the corporate interests and, at any rate, on the dates or in the periods established by Law and these Articles of Association.*
2. *The Board of Directors must convene the General Meeting and when requested to do so, by means of a notarised request, by shareholders that represent at least three per cent (3%) of the share capital, with the items to be addressed therein indicated in the request.*

3. *In this event, the General Meeting must be convened by the Board of Directors to be held within two (2) months of the date on which the Board of Directors receives the notarial request to convene it; the Agenda must include any items concerned by the request.*
4. *If the General Meeting is not convened within the period established by law or the articles of incorporation, it may be convened, at the request of any shareholder, by the legal secretary or the registrar of the business and trade register of the registered address, after the directors have been informed.*
5. *If the Board of Directors does not provide a suitable response to the request to convene the General Meeting submitted by the minority, the meeting may be convened by the legal secretary or the registrar of the business and trade register of the registered address, after the directors have been informed".*

4.4. Amendment of Clause 40 ("The Audit and Control Committee").

The following is proposed: "According to the report of the Board of Directors that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 40 of the Articles of Association, under the following terms:

"Clause 40. The Audit and Control Committee"

1. *The Board of Directors will call on an Audit and Control Committee, without executive functions and with the powers to inform, advise and propose within its sphere of activity; it shall comprise a minimum of three (3) and a maximum of six (6) Directors appointed by the Board of Directors, based on a report by the Appointments and Remuneration Committee, for a period not exceeding their term as directors and without prejudice to the possibility of being re-elected indefinitely, to the extent that this is also the case as directors. All the members of the Audit and Control Committee will have to satisfy the condition of being non-executive directors, and the majority of its members must be independent directors, of whom one will be appointed in view of his/her knowledge and experience in matters of accounting, auditing or both. As a whole, the members of the Committee will have the relevant technical knowledge in relation to the sector of activity of the Company.*
2. *The Committee will elect a Chairperson from among its members and a Deputy Chairperson may also be elected. The term of these posts may not exceed four (4) years or their terms as members of the Committee, although they may be re-elected provided that at least one year has elapsed since the end of the previous term.*

Any person without the capacity as director and appointed by the Committee will act as Secretary and, where applicable, Deputy Secretary.
3. *The members of the Committee may be assisted at their meetings by up to two (2) advisers for each of these members, as required. These advisers may speak at the meetings but may not vote.*
4. *Without prejudice to the other functions attributed by Law, these Articles of Association and the Board Rules, the following are part of the powers of the Audit and Control Committee:*
 - a) *Informing the General Meeting of Shareholders on the questions raised in relation to those matters that fall within the scope of authority of the Committee and, in particular, about the result of the audit by explaining how this has contributed to the integrity of the financial information and the role that the Committee has played in this process.*
 - b) *Supervising the efficiency of the internal control of the Company, the internal auditing services of the Company and the risk management systems and discussing any significant shortcomings of the internal control system detected during the audit with the auditor, without infringing on its independence. For these purposes and, where*

applicable, they may submit recommendations or proposals to the Board of Directors and the corresponding period for their monitoring.

- c) Overseeing the process of preparing and submitting the required financial information and submitting recommendations or proposals to the Board of Directors geared towards safeguarding its integrity.*
- d) Raising proposals for selecting, appointing, re-electing and replacing the auditor with the Board of Directors and taking responsibility for the selection process, according to the provisions of community regulations, and the conditions under which he/she is contracted and regularly receiving from this individual any information about the auditing plan and the results of its implementation, and maintaining his/her independence in the performance of his/her functions.*
- e) Establishing the appropriate relationships with the external auditor so as to receive information about matters that may jeopardise his/her independence, for assessment by the Committee, and any other related to the account auditing process and, as applicable, the authorisation of any services other than those that are prohibited, under the terms considered in the regulations governing account auditing activity in relation to the independence and any other communications established in account auditing legislation and any other auditing regulations. At any rate, they shall receive annually from the external auditors a declaration of its independence with respect to the Company or entities directly or indirectly related to it, as well as detailed and individualised information on any additional services provided and the corresponding fees received from those entities by the external auditor or by persons or entities related to the auditor, according to the regulations governing account auditing activity.*
- f) Issuing an annual statement on the independence of the account auditor or auditing company appointed, prior to the issuance of the auditors' report. In any event, that statement must address the justified valuation of the provision of any additional services as referred to in the previous section, considered both individually and from an overall perspective, different from the legal audit and relating to the independence or the regulations governing account auditing activity.*
- g) Previously advising the Board of Directors on all matters considered by Law, these Articles of Association and in these Rules of the Board, especially on:*
 - 1º. any financial information that the Company must disclose periodically, and*
 - 2º. the creation or acquisition of shares in special purpose vehicles or entities resident in countries or territories considered tax havens.*
- h) Any others which, as applicable, are attributed to it by these Articles of Association or the Rules of the Board of Directors.*

The provisions of letters d), e) and f) of the previous section will be understood without prejudice to the regulations governing account auditing.

- 5. For the purpose of its operation, the Committee will convene, at the discretion of its Chairperson, as many times as necessary to fulfil its functions and at least once every quarter.*
- 6. It will be quorate when a majority of its members are present or represented; it will adopt its decisions by absolute majority vote of those present or represented. In the event of a tie, the Chairperson will have the casting vote.*
- 7. The Audit and Control Committee will draft an action plan for the coming year which it will submit to the Board of Directors, along with a report on its activity from the year, which shall be used as a basis for the assessment conducted by the Board of Directors on a yearly basis of the way in which it and its Committees operate, so that, on the basis of the result, the latter can propose an action plan to correct any discrepancies detected.*



8. *Through the Rules of the Board of Directors, these regulations on the Audit and Control Committee will be developed, with priority being given to the independence in the way in which it operates at all times".*

5. Amendment of the Rules of the General Meeting of Shareholders of the Company.

5.1. Amendment of Clauses 6 ("Powers of the General Meeting") and 16 ("Constitution of the General Meeting of Shareholders").

The following is proposed: "According to the report of the Board of Directors that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clauses 6 and 16 of the Rules of the General Meeting, under the following terms:

"Clause 6. Powers of the General Meeting

The General Meeting of Shareholders will rule on any matters within its remit according to Law, the Articles of Association or these Rules of and especially in relation to the following areas:

- a) The approval of the financial statements, the distribution of profit and the approval of the corporate management.*
- b) The appointment, re-election, ratification and removal of directors and the appointment and removal of liquidators and, where applicable, account auditors and the exercise of social responsibility action against any of them.*
- c) The amendment of the Articles of Association.*
- d) The increase and reduction of the share capital and the delegation to the Board of Directors of the power to increase the share capital, in which case it may also be authorised to exclude or limit the preferential subscription right under the terms established by Law.*
- e) The issue or creation of new categories or series of shares.*
- f) The issue of bonds and other securities which, according to any applicable regulations, fall within the remit of the General Meeting and the delegation to the Board of Directors of the power to issue them.*
- g) The elimination or limitation of the preferential subscription right.*
- h) The acquisition, disposal or contribution to another company of essential assets; and the transfer to entities dependent on essential activities carried out up to that time by the Company, even if the latter retains full control over the same.*

The essential nature of the activities and the operating assets will be shown when the volume of the transaction exceeds twenty-five per cent (25%) of the total balance sheet assets.
- i) The transformation, merger, de-merger, overall transfer of assets and liabilities and the transfer of the registered address to a location abroad.*
- j) The winding-up of the Company.*
- k) The approval of the final liquidation balance sheet.*
- l) Any transactions with an equivalent effect to that of the liquidation of the Company.*
- m) The directors' remuneration policy under the terms established by the Capital Company Law.*

- n) Any remuneration or incentive system for directors or senior executives consisting of the provision of shares, share options or any other kind of share-based remuneration.
- o) The authorisation for the acquisition of own shares within the legal limits.
- p) The approval and amendment of these Rules.
- q) Any other items determined by Law or these Articles of Incorporation."

"Clause 16. Constitution of the General Meeting of Shareholders

1. In the place and on the date and at the time indicated in the announcement of the General Meeting and up to two (2) hours before the scheduled start time of the meeting, the shareholders or anyone that validly represents them may submit the documents certifying their right to attend and, if applicable, to represent the staff responsible for the attendance record. The right to attend will be certified by showing the certificate of legitimacy issued by the entities responsible for the share accounting record of the Company, which records the registration in the name of the shareholder of at least one share five (5) days in advance of the date on which the Meeting is held or by presenting the attendance card issued by the Company or by the participating entities in the Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores S.A. (Iberclear) which have been authorised by the Company for this purpose.

Any shareholders that wish to vote electronically or other means of distance communication will confirm their identity and capacity as shareholders in accordance with the provisions of Clause 22 of these Rules.

2. Any shareholders or, as applicable, their representatives that access the place where the General Meeting is being held, after the General Meeting has started to assess and deliberate the Agenda, will not be included in the list of participants.
3. Before proceeding to the Agenda, the list of participants will be drawn up, stating the nature or representation of each and the number of own or third-party shares, as appropriate.

At the bottom of the list, the number of shareholders present (including that have attended remotely) or represented will be stated as well as the amount of the registered capital they hold, specifying the number that corresponds to members with voting rights.

The list of participants will feature at the beginning of the minutes or will be attached to it by means of an appendix signed by the Secretary, with the approval of the Chairperson.

4. Any shareholders that cast remote votes, according to the provisions of Clause 22 of these Rules, must be deemed to be present for the purpose of constituting the General Meeting.
5. Once a sufficient quorum is recorded, the Meeting of the Board will be constituted and it will begin in the place, on the day and at the time scheduled, whether in the first or second session.
6. The Chairperson or, upon his/her delegation, the Secretary will read the announcement, which may be deemed to be presented if no shareholder objects, and will report the general details from the list of participants, by outlining the number of shareholders with a voting right present and represented at the meeting, the number of shares relating to them all and the percentage of share capital that they represent. The statement of the Chairperson or Secretary about the list of participants may be given on a provisional basis, by informing the Meeting of the general details of the final list of participants when the period before matters are turned over to the floor ends and before the proposed resolutions relating to the various items of the Agenda of the General Meeting are put to a vote.
7. After these details have been publicly disclosed by the Chairperson or the Secretary, the Chairmanship will subsequently declare whether the requirements stipulated for the quorum

of the Meeting are met or not. If the Notary Public is present, he/she will ask the Meeting if there are any reservations or protests about the statements of the Chairperson regarding the number of shareholders and share capital present. Any queries or complaints expressed to the Notary Public and, in his/her absence, to the Secretary, that arise in relation to these items will be indicated in the Minutes and will be resolved by the Chairmanship.

Subsequently, as applicable, the Chairmanship will declare that the Meeting is quorate.

8. Both Ordinary and Extraordinary General Meetings will be quorate:

- Generally, at an initial call to meeting when the shareholders, either present or represented, hold at least fifty per cent (50%) of the subscribed share capital with voting rights. At a second call to meeting, the Meeting will be quorate when the shareholders, either present or represented, hold at least forty-five per cent (45%) of the subscribed share capital with voting rights. The foregoing excludes any events where, according to the items included on the Agenda, it is not possible to meet the requirement for validly convening the General Meeting of a percentage of capital greater than that established by applicable regulations.

- The percentages referred to in the previous paragraph will also apply for the Meeting to be able to validly consent to the issue of bonds which, according to any applicable regulations, fall within the remit of the General Meeting, the increase or reduction of the capital, the transformation, merger or de-merger of the Company, the overall transfer of assets and liabilities, the elimination or limitation of the pre-emptive right of new shares, the transfer of the registered address and, in general any amendment to the Articles of Association.

9. If for any reason the meeting must be held in separate rooms, the audiovisual means will be made available whereby interactivity and intercommunication are made possible in real time and, therefore, in one single process".

5.2. Amendment of Clause 7 ("Convening the General Meeting").

The following is proposed: "According to the report of the Board of Directors that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clauses 7 of the Rules of the General Meeting, under the following terms:

"Clause 7. Convening the General Meeting"

1. Without prejudice to the provisions in the Capital Company Law on the Universal Meeting and the announcement by the legal secretary or the registrar of the Business and Trade Register where the Company's registered address is located, the Board of Directors and, if applicable, the Company liquidators are responsible for convening the General Meeting of Shareholders, an act which must be performed:
 - a) On a date which means that it is held within the first six (6) months of the financial year, if it concerns the Ordinary General Meeting.
 - b) Provided that the Board of Directors deems it suitable for the corporate interests, in the event of Extraordinary General Meetings.
 - c) At any rate, when requested to do so, by means of a notarised request, by shareholders that hold at least three per cent (3%) of the share capital, with request indicating the items to be addressed at the Meeting subject of the petition. In this event, the Meeting must be convened to be held within two (2) months of the date on which the Board receives the notarial request to convene it; the items concerned by the request must be included in the Agenda.

d) *In the other cases established in Laws and the Articles of Association.*

2. *If the General Meeting is not convened within the period established by law or the articles of incorporation, it may be convened, at the request of any shareholder, by the legal secretary or the registrar of the business and trade register of the registered address, after the Directors have been informed.*

If the Board of Directors does not provide a suitable response to the request to convene the General Meeting submitted by the minority described in section 1.c above and within the established periods, the meeting may be convened by the legal secretary or the registrar of the business and trade register of the registered address, after the Directors have been informed".

3. *The Ordinary General Meeting will be valid even if it has been convened or held outside of the established period. If the duly convened General Meeting, irrespective of its category, is not able to be held in the first session and there is no date given in the announcement for the second meeting, this second meeting must be announced with the same Agenda and the same publication requirements as the former, within fifteen (15) days of the date of the meeting not held and at least ten (10) days prior to the date of the new meeting.*
4. *In the event of the death or removal of the majority of the members of the Board of Directors, any shareholder may ask the legal secretary and the Registrar of the Business and Trade Register where the Company's registered address is located to convene the General Meeting to appoint the directors. Furthermore, any of the directors that continue to hold their post may convene the General Meeting for that sole purpose".*

6. Appointment and/or re-election of directors.

6.1. Re-election of DOMINUM DESGA, S.A. as director representing controlling shareholders.

The following is proposed: "Re-elect, based on a favourable report of the Appointments and Remuneration Committee, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, DOMINUM DESGA, S.A. with the category of director representing controlling shareholders".

6.2. Ratification and appointment of MR JUAN RODRÍGUEZ TORRES as director representing controlling shareholders.

The following is proposed: "Ratify and appoint, based on a favourable report of the Appointments and Remuneration Committee, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, MR JUAN RODRIGUEZ TORRES, with the category of director representing controlling shareholders".

6.3. Appointment of MR CARLOS MANUEL JARQUE URIBE as executive director.

The following is proposed: "Appoint, based on a favourable report of the Appointments and Remuneration Committee, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, MR CARLOS MANUEL JARQUE URIBE, with the category of executive director".



7. **Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company, according to Article 230 of the Capital Company Law.**

7.1. **Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company, according to Article 230 of the Capital Company Law, as regards Mr Juan Rodríguez Torres.**

Pursuant to the provisions of Article 229 of the Capital Company Law, the members of the Board of Directors must refrain from carrying out activities, on their own behalf or on behalf of others, which are effectively in either current or potential competition with the Company or which in any other way place it in permanent conflict with the interests of the Company.

As for Article 230 of the Capital Company Law, it allows the General Meeting to discharge the director from this obligation in the event that the Company is not expected to come to any harm or that it expected to be compensated by the benefits that are expected to be gained from the dispensation.

Under Point 6.2 of the Agenda, the appointment of Mr JUAN RODRIGUEZ TORRES, whose professional profile has been made available to the shareholders, has been submitted to the General Meeting for approval. This director has the capacity of director representing the controlling shareholder Control Empresarial de Capitales S.A. of C.V. (dependiente de Inmobiliaria Carso, S.A. de C.V.), an entity belonging to an international group of companies in which the aforesaid directors or their physical person representatives occupy executive or management posts and which, among other business sectors, carries out particular building, real estate and licensing activities.

On the date hereto, this director, whose appointment is being proposed, cannot be deemed to be directly or indirectly carrying out any activity which places it in a situation of permanent conflict with the interests of the Company. However, and whenever Article 229 of the Capital Company Law also makes reference to "potential" competition, to avoid any risk of not fulfilling the new terms of the Law and to the extent that the Company cannot be expected to come to any harm, but rather enjoy a cooperative relationship with FCC for the purpose of future business opportunities, especially in Latin America, and the Company is expected to benefit, for the purpose of the provisions of Article 230 of the Capital Company Law, a vote is held by this General Meeting on the dispensation for the aforementioned director to be able to enjoy a direct or indirect holding and occupy executive or management posts in the companies of the group to which the shareholder Control Empresarial de Capitales S.A. de C. V. e Inmobiliaria Carso, S.A. de C.V. belongs, or any of its investees and affiliates.

On the basis of the foregoing, the following is proposed: "Discharge, under the terms established in Article 230 of the Capital Company Law and, therefore, allow Mr Juan Rodríguez Torres to own a direct and indirect holding, and occupy any posts and roles in the companies of the group to which the shareholder Control Empresarial de Capitales S.A. de C.V. e Inmobiliaria Carso, S.A. de C.V. belongs, or any of its investees and affiliates".

7.2. **Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company,**



according to Article 230 of the Capital Company Law, as regards Mr Carlos Manuel Jarque Uribe.

Pursuant to the provisions of Article 229 of the Capital Company Law, the members of the Board of Directors must refrain from carrying out activities, on their own behalf or on behalf of others, which are effectively in either current or potential competition with the Company or which in any other way place it in permanent conflict with the interests of the Company.

As for Article 230 of the Capital Company Law, it allows the General Meeting to discharge the director from this obligation in the event that the Company is not expected to come to any harm or that it is expected to be compensated by the benefits that are expected to be gained from the dispensation.

Under Point 6.3 of the Agenda, the appointment of Mr CARLOS MANUEL JARQUE URIBE, whose professional profile has been made available to the shareholders, has been submitted to the General Meeting for approval. This director has the capacity of executive director as he has held the post of chief executive of the Company since August 2015.

On the date hereto, this director, whose appointment is being proposed, cannot be deemed to be directly or indirectly carrying out any activity which places it in a situation of permanent conflict with the interests of the Company. However, and whenever Article 229 of the Capital Company Law also makes reference to "potential" competition, to avoid any risk of not fulfilling the new terms of the Law and to the extent that the Company cannot be expected to come to any harm, but rather enjoy a cooperative relationship with FCC for the purpose of future business opportunities, especially in Latin America, and the Company is expected to benefit, for the purpose of the provisions of Article 230 of the Capital Company Law, a vote is held by this General Meeting on the dispensation for the aforementioned director to be able to enjoy a direct or indirect holding and occupy executive or management posts in the companies of the group to which the shareholder Control Empresarial de Capitales S.A. de C. V. e Inmobiliaria Carso, S.A. de C.V. belongs, or any of its investees and affiliates.

On the basis of the foregoing, the following is proposed: "Discharge, under the terms established in Article 230 of the Capital Company Law and, therefore, allow Mr Carlos Manuel Jarque Uribe to own a direct and indirect holding, and occupy any posts and roles in the companies of the group to which the shareholder Control Empresarial de Capitales S.A. de C.V. e Inmobiliaria Carso, S.A. de C.V. belongs, or any of its investees and affiliates".

8. Remuneration of the members of the Board of Directors.

8.1. Remuneration of the members of the Board of Directors corresponding to 2015.

Pursuant to the provisions in the Annual Reports on Directors' Remuneration, which was put to a consultative vote and approved by the Ordinary General Meeting of Shareholders of 25 June 2015 and on the basis of the provisions of Article 38 of the Articles of Association, the remuneration system of directors includes a holding in the net proceeds and remuneration for the effective attendance of the directors at meetings of the Board and its Committees.

Pursuant to the provisions of the proposed resolution of Point Two of the Agenda of this Meeting, the results from the 2015 financial year are such that there is no yield of the remuneration of the directors which includes a holding in the net proceeds.

As a result, directors will be remunerated for the performance of their duties only by virtue of their attendance at meetings of the Board and its internal Committees and, for this purpose, the General Meeting must determine the corresponding amount in this regard, which will be distributed by the Board among its members, in view of their effective attendance at the meetings.

On the basis of the foregoing, the following is proposed: "Approve, pursuant to Article 38 of the Articles of Association, that the total amount to be distributed among the directors, corresponding to the remuneration from 2015 for the effective attendance at the Board and its Committees is €540,875".

8.2. Putting the annual report on pay of Directors corresponding to 2015 to a consultative vote.

Pursuant to the provisions of Article 541 of the Capital Company Law and Article 38 of the Articles of Association, the Board must produce a Report on directors' remuneration on a yearly basis. In its meeting of 25 February 2016, the Board of Directors of the Company, on the basis of favourable report of the Appointments and Remuneration Committee, approved the Report on Directors' Remuneration which was published as a Significant Event on the web site of the National Securities Market Commission on 29 February 2016 and was made available to shareholders on the Company web site as soon as the announcement of the General Meeting was published.

On the basis of the foregoing, the following is proposed: "Approving, on a consultative basis, the annual report on Directors' remuneration corresponding to 2015".

9. Approval of the period of fifteen days for convening Extraordinary General Meetings under the terms of Article 515 of the Capital Company Law.

Article 515 of the Capital Company Law allows the period for convening Extraordinary General Meetings to be reduced to a minimum notice period of fifteen days, provided the Company allows all its shareholders to vote electronically and this reduction is agreed at the Ordinary General Meeting with the favourable vote of shareholders representing two thirds of the share capital. The Law establishes that the resolution to reduce the period is only valid until the following Ordinary General Meeting.

On the basis of the foregoing, the following is proposed: "To approve, according to the provisions of Article 515 of the Capital Company Law, that Extraordinary General Meetings may be convened at least fifteen days in advance, as applicable. This resolution will be valid until the next Ordinary General Meeting is held".

10. Information about modifications made to the Rules of the Board of Directors since the last General Meeting was held.

Pursuant to the provisions of Article 528 of the Capital Company Law, the Board of Directors has made available to the shareholders of the Company, with a view to the Ordinary General Meeting, a Report which explains the scope and content of the amendment to the Rules of the



Board of Directors of FCC as approved by the Board of Directors of the Company at its session of 07 October 2015.

As set out by the aforementioned report, the amendment to the Rules of the Board of Directors sought to adapt its content to the reform of the Capital Company Law and implement various technical improvements.

11. Broadly authorise the directors to develop, notarise, register, amend and execute the adopted resolutions.

The following is proposed: "Authorise the Board of Directors, as broad and sufficient as required by law, with express powers of substitution, and all the members of the Board of Directors of the Company, the Secretary and the Deputy Secretary of the Board, so that any of them may jointly and severally notarise the resolutions adopted at the General Meeting, with powers to amend, rectify or interpret the text thereof according to the verbal or written qualification in the Business and Trade Register and for the sole purpose of their registration therein. This authorisation also includes the execution of any kind of public or private documents required for the execution, development and formalisation of any resolutions adopted by the Meeting, without any limitation".
