

Justified proposal for a resolution by Control Empresarial de Capitales, S.A. de C.V. (“CEC”) regarding the inclusion on the Agenda of the Ordinary General Meeting of FCC of (i) point 7.3. “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 (LSC), as regards Mr. Antonio Gómez García”, (ii) of point 7.4. “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. Alfonso Salem Slim”, y (iii) of point 7.5. “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. Miguel Ángel Martínez Parra”.

1. INTRODUCTION

This justified proposal for a resolution is prepared by CEC in compliance with the provisions under Article 519 of the LSC, in relation to new points 6.4., 6.5., and 6.6, the inclusion of which on the Agenda of the Ordinary General Meeting of FCC, which is to be held on first call on 28 June 2016 at 16:00 and on second call on 29 June 2016 at 16:00, is requested.

2. JUSTIFICATION AND PROPOSED AMENDMENT

Pursuant to the proposal to appoint three new members of the Board of Directors of FCC and pursuant to the provisions under Article 229 of the Capital Company Law, which establishes that 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 said member in permanent conflict with the interests of the Company; and pursuant to Article 230 of the Capital Company Law, which allows the General Meeting to discharge a director from said 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, CEC submits the following proposals to the General Meeting of Shareholders:

7.3.- 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. Antonio Gómez García .

Under Point 6.4 of the Agenda, the appointment of Mr. Antonio Gómez García, whose professional profile has been made available to the shareholders, has been proposed to the General Meeting. The aforementioned director has the capacity of director representing the controlling shareholder Control Empresarial de Capitales S.A. de C.V.

On the date hereof, the director, whose appointment is being proposed, cannot be deemed to be directly or indirectly carrying out any activity which places him 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 , 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., and Inmobiliaria Carso, S.A. de C.V., belong, 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. Antonio Gómez García 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., and Inmobiliaria Carso, S.A. de C.V., belong, or any of its investees and affiliates".

7.4.- 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. Alfonso Salem Slim.

Under Point 6.5 of the Agenda, the appointment of Mr. Alfonso Salem Slim, whose professional profile has been made available to the shareholders, has been proposed to the General Meeting. The aforementioned director has the capacity of director representing the controlling shareholder Control Empresarial de Capitales S.A. de C.V.

On the date hereof, the director, whose appointment is being proposed, cannot be deemed to be directly or indirectly carrying out any activity which places him 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 , 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., and Inmobiliaria Carso, S.A. de C.V., belong, 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. Alfonso Salem Slim 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., and Inmobiliaria Carso, S.A. de C.V., belong, or any of its investees and affiliates".

7.5.- 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. Miguel Ángel Martínez Parra.

Under Point 6.6 of the Agenda, the appointment of Mr. Miguel Ángel Martínez Parra, whose professional profile has been made available to the shareholders, has been

proposed to the General Meeting. Said director has the capacity of executive director, and the position of Managing Director of Administration and Finance of the Company.

On the date hereof, the director, whose appointment is being proposed, cannot be deemed to be directly or indirectly carrying out any activity which places him 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 , 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., and Inmobiliaria Carso, S.A. de C.V., belong, 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. Miguel Ángel Martínez Parra 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., and Inmobiliaria Carso, S.A. de C.V., belong, or any of its investees and affiliates".