

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSED RE-ELECTION OF DOMINUM DESGA, S.A. AS DIRECTOR REPRESENTING A CONTROLLING SHAREHOLDER

Section four of Article 529 decies of the Capital Company Law establishes that the Appointments and Remuneration Committee is responsible for the proposed appointment or re-election of members of the Board of Directors, if these are independent directors, while the Board itself assumes this responsibility in all other cases.

Furthermore, section six of the aforementioned Article establishes that the proposed appointment or re-election of any non-independent director must be based on a Report of the Appointments and Remuneration Committee.

For these purposes, at the meeting on 4 May 2016 of the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter the "**Company**"), it was unanimously agreed to submit the following report to the Board of Directors of the Company, according to the provisions of the aforementioned Article 529 decies.6 of the Capital Company Law, relating to the proposed re-election of DOMINUM DESGA, S.A. as director representing a controlling shareholder, in representation of the significant shareholder DOMINUM DIRECCIÓN Y GESTIÓN, S.L.

The Appointments and Remuneration Committee takes the view that the performance of DOMINUM DESGA, S.A. as a member of the Board since its appointment has been more than satisfactory in all aspects: performance of the post of director; quantity and quality of its work; and dedication to the post; it also promotes diversity in the composition of the Board of Directors.

Therefore, the Appointments and Remuneration Committee unanimously agrees to issue a favourable report on the proposed re-election of DOMINUM DESGA, S.A. as a member of the Board of Directors of the Company, as a director representing a controlling shareholder, for the period indicated in the articles of association of four years.

Furthermore, the Appointments and Remuneration Committee values the CV and business background of Ms Esther Alcocer Koplowitz (person nominated by DOMINUM DESGA, S.A. as its legal person representative to the Board of the Company in the event that its re-election is approved by the General Meeting), which show that she has the appropriate skills, experience and merits to undertake the post of natural person representative of the director DOMINUM DESGA, S.A., having hitherto undertaken this role in a diligent manner and shown loyalty to the Company.

On the basis of the foregoing, the Appointments and Remuneration Committee unanimously agrees to issue a favourable report on the proposal of Ms Esther Alcocer Koplowitz, as legal person representative of DOMINUM DESGA, S.A.

In Madrid, 4 May 2016

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSED RATIFICATION AND APPOINTMENT OF MR JUAN RODRIGUEZ TORRES AS DIRECTOR REPRESENTING A CONTROLLING SHAREHOLDER

Section four of Article 529 decies of the Capital Company Law establishes that the Appointments and Remuneration Committee is responsible for the proposed appointment or re-election of members of the Board of Directors, if these are independent directors, while the Board itself assumes this responsibility in all other cases.

Furthermore, section six of the aforementioned Article establishes that the proposed appointment or re-election of any non-independent director must be based on a Report of the Appointments and Remuneration Committee.

For these purposes, at the meeting on 4 May 2016 of the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter the "**Company**"), it was unanimously agreed to submit the following report to the Board of Directors of the Company, according to the provisions of the aforementioned Article 529 decies.6 of the Capital Company Law, relating to the proposed ratification and appointment of Mr Juan Rodríguez Torresas director representing a controlling shareholder, in representation of the significant shareholder CONTROL EMPRESARIAL DE CAPITALES, S.A. de C.V.

The Appointments and Remuneration Committee takes the view that the performance of Mr Juan Rodriguez Torres as a member of the Board of Directors of the Company since his appointment has been more than satisfactory in all aspects: performance of the post of director; quantity and quality of his work; and dedication to the post; it also promotes diversity in the composition of the Board of Directors.

Furthermore, the Appointments and Remuneration Committee values the CV and professional background of Juan Rodríguez Torres as they show that he has the appropriate skills, experience and merits to undertake the post of director.

On the basis of the foregoing, the Appointments and Remuneration Committee unanimously agrees to issue a favourable report on the proposed ratification and appointment of Mr Juan Rodriguez Torres as a member of the Board of Directors of the Company with capacity as a director representing a controlling shareholder for the period indicated in the articles of association of four years.

In Madrid, 4 May 2016

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSED APPOINTMENT OF MR CARLOS MANUEL JARQUE URIBE AS EXECUTIVE DIRECTOR

Section four of Article 529 decies of the Capital Company Law establishes that the Appointments and Remuneration Committee is responsible for the proposed appointment or re-election of members of the Board of Directors, if these are independent directors, while the Board itself assumes this responsibility in all other cases.

Furthermore, section six of the aforementioned Article establishes that the proposed appointment or re-election of any non-independent director must be based on a Report of the Appointments and Remuneration Committee.

For these purposes, at the meeting on 4 May 2016 of the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter the "**Company**"), it was unanimously agreed to submit the following report to the Board of Directors of the Company, according to the provisions of the aforementioned Article 529 decies.6 of the Capital Company Law, relating to the proposed appointment of Mr Carlos Manuel Jarque Uribe as executive director to occupy the current vacancy on the Board of Directors of the Company.

The Appointments and Remuneration Committee values the performance of Mr Carlos Manuel Jarque Uribe as CEO/Chief Executive of the FCC Group in a positive light; he has occupied this post since August 2015; the CV and business background of Mr Carlos Manuel Jarque Uribe are deemed to show that he has the appropriate skills, experience and merits to undertake the role.

On the basis of the foregoing, the Appointments and Remuneration Committee unanimously agrees to issue a favourable report on the appointment of Mr Carlos Manuel Jarque Uribe as a member of the Board of Directors as an executive for the period indicated by the articles of association of four years, to occupy the current vacancy on the Board of Directors of the Company.

In Madrid, 4 May 2016