

2015 ANNUAL GENERAL SHAREHOLDERS' MEETING

CARD OF ATTENDANCE, DELEGATION AND REMOTE VOTING

[Incorpora los Puntos del Orden del Día incluidos en la solicitud de publicación del complemento a la convocatoria por el accionista Control Empresarial de Capitales, S.A. de C.V.]

Card of Attendance, Delegation and Remote Voting for the Annual General Shareholders' Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to be held at TORRE FIRA Plaza Europa, 43, 08908 L'Hospitalet de Llobregat (Barcelona), at 16:00 hours on 28 June 2016, at the first call, or on 29 June 2016, at the same avenue and time, at the second call (it being expected that the General Meeting will be held at the first call).

PERSONAL ATTENDANCE AT THE GENERAL MEETING

Shareholders wishing to attend the General Meeting in person must sign in the space set out below and present this card of attendance on the day of the General Meeting at the venue thereof

Attending shareholder firm

Name and Surname of the Holder	
Securities Account code	Number of shares

In, on the ofde 2016

DELEGATION

The holder of the aforementioned shares vests powers of representation in (mark one box only):

1. ☐ The Chairman of the General Meeting

2. ☐ Mr/Ms..... DNI nº.....

In the event that no individual is named as the proxy, powers of representation will be understood to have been vested in the Chairman of the General Meeting.

In order to convey your voting instructions, mark with a cross corresponding box in the following table: if you do not mark any of the boxes, the representative will vote in favor of the proposed resolutions presented by the Board of Directors.

Item on the Agenda	1º	2º	3º	4º 1	4º 2	4º 3	4º 4	4º 5	4º 6	4º 7	5º 1	5º 2	5º 3	6º 1	6º 2	6º 3	6º 4	6º 5	6º 6	7º 1	7º 2	7º 3	7º 4	7º 5	8º 1	8º 2	9º	10º	11º
In favor																													
Against																													
Abstention																													

[Puntos del Orden del Día incluidos en la solicitud de publicación del complemento a la convocatoria por el accionista Control Empresarial de Capitales, S.A. de C.V.]

Powers of delegation will apply to all proposed resolutions regarding matters not included in the attached Agenda, with regard to which the representative shall vote in the manner understood to be most favourable to the interests of the principal, unless the NO box below is marked, in which case it shall be understood that the shareholder instructs the proxy to abstain with regard to such proposed resolutions.. ☐ NO

For the purposes of Articles 523 and 526 of the Capital Companies Act, it is hereby noted that the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest: (i) with regard to item 6.1, 6.2 and 6.3 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 7.1 and 7.2 of the agenda, only in the specific case of directors whose exemption of the obligation of not developing activities that suppose an effective competition of the company is being proposed, (iii) with regard to items 8.1 and 8.2 of the agenda regarding to the director's retribution; and (iv) in the cases referred to in paragraphs b) or c) of article 526.1 of the Capital Companies Act (removal of directors and shareholder derivative suits) that may arise off the Agenda as provided in that Act. An addition, the shareholders are informed that certain representatives of shareholders can be found in conflict of interest, among others, are informed regarding: (i) with regard to item 6.1, 6.2 and 6.3 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 7.1 and 7.2 of the agenda, only in the specific case of directors whose exemption of the obligation of not developing activities that suppose an effective competition of the company is being proposed.

In connection with all of them, if the principal does not grant specific voting instructions, the proxy shall be deemed to be granted to the Secretary of the General Meeting of Shareholders, unless expressly indicated otherwise. Mark the following NO box only if you do not authorize delegation (in which case it will be understood that the shareholder instructs the proxy to abstain): ☐ NO

Signature of the Shareholder

Signature of the representative

In, onof.....of 2016

In, on ofof 2016

REMOTE VOTING

The holder of the aforementioned shares will exercise voting rights in favour of all proposed resolutions presented by the Board of Directors with regard to the items on the attached Agenda, unless indicated otherwise below (mark with a cross the corresponding boxes)

Item on the Agenda	1º	2º	3º	4º 1	4º 2	4º 3	4º 4	4º 5	4º 6	4º 7	5º 1	5º 2	5º 3	6º 1	6º 2	6º 3	6º 4	6º 5	6º 6	7º 1	7º 2	7º 3	7º 4	7º 5	8º 1	8º 2	9º	10º	11º
In favor																													
Against																													
Abstention																													

[Puntos del Orden del Día incluidos en la solicitud de publicación del complemento a la convocatoria por el accionista Control Empresarial de Capitales, S.A. de C.V.]

Unless expressly otherwise indicated below, and with regard to proposed resolutions not presented by the Board of Directors or items not included in the attached Agenda, powers of representation are deemed to be vested in the Chairman of the General Meeting, the rules regarding the vote to be cast applying in the absence of instructions and in cases of conflict of interest as set out in the Delegation section of this card. Mark the NO box below only if you object to delegation (in which case the shareholder shall be deemed to abstain with regard to such proposed resolutions). ☐ NO

Signature of the Shareholder

Name and Surname of the Shareholder	
Securities Account Code	Number of Shares

In, in ofof 2016

RIGHT OF ATTENDANCE

Shareholders who own one or more shares are entitled to attend the General Meetings of Shareholders provided that ownership is registered in the corresponding book-entry register at least five (5) days before the meeting date and that this can be accredited by exhibiting the pertinent certificate of legitimation or an attendance card issued by the Company, or by any other means permitted by the legislation in force..

REPRESENTATION

Any shareholder entitled to attend the General Meeting may be represented by another person, who need not be a shareholder. To this end, the Representation section of this card must be completed and signed by the shareholder himself or his representative in the place established for those purposes. Representation can be sent to the Company by means of courier, post, electronic means or other remote communication means, according to the provisions of the Articles of Association, the General Meeting Regulations and the information contained in the announcement of the meeting and in the website of the Company (www.fcc.es).

Representation must have been received by the Company by midnight (24:00) on the day immediately prior to the date scheduled for the staging of the General Meeting at the first call. Representation shall otherwise be deemed not to be granted.

REMOTE VOTING

Votes may be cast remotely by shareholders by postal or electronic correspondence or on the website of the Company (www.fcc.es) following publication of the announcement of the General Meeting, by following the instructions specified for this purpose on each of the screens of the aforementioned website:

- In order to cast votes by post, shareholders may send this card to the Company, duly completed and signed.
- Votes shall be cast by means of electronic communication by using an acknowledged electronic signature, enclosing an unalterable copy in electronic format of this card, duly completed and signed.
- Remote voting can be carried out from the Company's website (www.fcc.es), by accessing the section corresponding to the General Meeting of Shareholders included in section "Shareholders and Investors", and following the instructions specified for this purpose on each of the screens of the aforementioned website.

Votes cast by any of the means provided in the above sections must be received by the Company by midnight (24:00) on the day immediately prior to that scheduled for the General Meeting to be held at the first call. Votes will otherwise be deemed not to have been cast.

Likewise, votes cast remotely by any of the above methods will be deemed null and void:

- Upon subsequent, express revocation issued by the same means as employed for the casting of the vote, and within the period established for this.
- Attendance in person at the meeting by the shareholder casting the vote.

AGENDA

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.
2. Assessment and, as applicable, approval of the proposed distribution of profit from 2015.
3. Re-election of the auditors of the accounts of the Company and its Consolidated Group.
4. Amendments of the Articles of Association.
 - 4.1. Amendment of Clause 4 ("Registered address, branches and corporate website").
 - 4.2. Amendment of Clauses 14 ("Powers of the General Meeting") and 17 ("Constitution of the Meeting").
 - 4.3. Amendment of Clause 16 ("Authority and obligation of convening the Meeting").
 - 4.4. Amendment of Clause 40 ("The Audit and Control Committee").
 - 4.5. Amendment of Clause 26 (Deliberation. Adopting Resolutions. Meeting Minutes).
 - 4.6. Amendment of Clause 27 (The Board of Directors).
 - 4.7. Amendment of Clause 28 (Composition).
5. Amendment of the Regulations of the General Meeting of Shareholders.
 - 5.1. Amendment of Clause 6 ("Powers of the General Meeting of Shareholders") and 16 ("Constitution of the General Meeting of Shareholders").
 - 5.2. Amendment of the Clause 7 ("Calling of the General Meeting of Shareholders").
 - 5.3. Amendment of Clause 23 (Adoption of Resolutions and announcement of the result).
6. Appointment and/or re-election of directors.
 - 6.1. Re-election of DOMINUM DESGA, S.A. as director representing controlling shareholders.
 - 6.2. Ratification and appointment of MR JUAN RODRÍGUEZ TORRES as director representing controlling shareholders.
 - 6.3. Appointment of MR CARLOS MANUEL JARQUE URIBE as executive director
 - 6.4. Appointment of MR ANTONIO GÓMEZ GARCÍA as a director representing a controlling shareholder.
 - 6.5. Appointment of MR ALFONSO SALEM SLIM as a director representing a controlling shareholder.
 - 6.6. Appointment of MR MIGUEL ÁNGEL MARTÍNEZ PARRA as an 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.
 - 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.
 - 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
 - 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.
 - 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.
8. Pay of the members of the Board of Directors.
 - 8.1. Remuneration of the members of the Board of Directors corresponding to 2015.
 - 8.2. Putting the annual report on pay of Directors corresponding to 2015 to a consultative vote.
9. Resolution on the period of convening extraordinary general meetings under the terms of Article 515 of the Capital Company Law.
10. Information about modifications made to the Regulations of the Board of Directors since the last General Meeting was held.
11. Broadly authorize the directors to develop, notarize, register, amend and execute the adopted resolutions.

[Puntos del Orden del Día incluidos en la solicitud de publicación del complemento a la convocatoria por el accionista Control Empresarial de Capitales, S.A. de C.V.]