FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

FULL TEXT OF THE RESOLUTIONS APPROVED IN 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.

"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."

"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.

"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.

"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").

"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").

"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").

"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").

"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".*

4.5 Amendment of Clause 26 (Deliberation. Adopting Resolutions. Meeting Minutes).

"According to the proposal that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 26 of the Articles of Association, under the following terms:

"**Clause 26. Deliberations. Adoption of resolutions. Meeting minutes**

1. *The Chairman shall lead the Meeting and discussion, granting the floor to all the shareholders who so request in writing and, subsequently, to those who so request verbally, until he considers that the matter has been sufficiently discussed.*

2. *In the General Meeting, matters that are substantially independent from others shall be voted on separately and, in any case, the appointment, ratification, re-election and separation as regards each director, the amendment of the Articles of Association and of each Clause or group of individual Clauses, as well as the matters referred to in the following section, even if they appear under the same point on the agenda, shall be separately voted on.*

3. *The resolutions will be adopted by a simple majority of votes of present or represented shareholders in the Meeting, with an agreement understood to be adopted when there are more votes from the capital present or represented for than against, except for those cases where the Law or these Articles require a qualified majority.*

   In particular, it must be adopted with the favourable vote of the shares present or represented in the General Meeting, with over fifty percent (50%) of the subscribed share capital with the right to vote the issuance of shares or bonds or securities that can be converted into shares with exclusion of the pre-emptive subscription right in favour of Company shareholders.

4. *Every share with the right to vote that is present or represented in the General Meeting of Shareholders shall be entitled to one vote.*

5. *For each agreement, the number of shares compared with those that issued valid votes, the proportion of the share capital represented by these votes, the total number of valid votes, the number of votes in favour and against each resolution and, if applicable, the number of abstentions shall be determined.*

6. *Meeting resolutions shall be recorded in the minutes as required by law, with a summary of the topics discussed and the interventions requested to be on the record, and they shall be signed by the Secretary, with approval from the Chairman, or by the parties substituting them. The minutes can be approved by the Meeting once concluded or, failing this, by the Chairman of the General Meeting and two (2) auditors, one representing the majority and the other, the minority, within fifteen (15) days.*

7. *Minutes approved in either of these two ways shall be enforceable as of the date of approval. In the event that a Notary Public is required to take the Minutes, the notarial Minutes shall not be subject to the approval procedure and shall be considered as the Minutes of the Meeting.*

8. *Certificates of the Minutes and the resolutions of General Meetings shall be issued by the Secretary or the Deputy Secretary of the Board of Directors, with approval from the Chairman or, where appropriate, the Deputy Chairperson of the Board.*

9. *Approved resolutions and the outcome of votes shall be fully published on the website of the Company within five (5) days of the conclusion of the General Meeting. "*

4.6 Amendment of Clause 26 (Deliberation. Adopting Resolutions. Meeting Minutes).

"According to the proposal that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 27 of the Articles of Association, under the following terms:

"**Clause 27. The Board of Directors**

1. *The Board of Directors is the body responsible for the management, administration and representation of the Company, both in and out of court, without prejudice to the powers, pursuant to the Law and these Articles of Association, that correspond to the General Meeting, focusing fundamentally on overseeing the day-to-day management of the Company that is entrusted to the executive directors and senior managers, and on all matters of particular importance to the Company.*
2. *The powers and duties reserved, by law or by the Articles, for the competence of the entire Board of Directors shall not be delegated, neither shall those needed for the responsible exercise of its general supervisory duties, nor those that the General Meeting has delegated to the Board of Directors, except where it has given it expressed authorisation to subdelegate them."*

4.7 Amendment of Clause 28 (Composition).

"According to the proposal that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 27 of the Articles of Association, under the following terms:

"Clause 28. Structure

1. *The Board of Directors shall consist of fifteen (15) members.*
2. *Directors shall be classified as executive and non-executive; these in turn shall be distinguished as proprietary, independent or other external members, pursuant to the provisions of legal requirements in this regard.*
3. *The Board of Directors shall particularly include three independent directors who shall be elected by the General Meeting based on the criteria of rigorous professionalism and full independence, after a proposal for election has been put forward by the Appointments and Remuneration Committee and, successively, after a proposal has been made to the same by a firm of recognised standing which is responsible for selecting directors of listed companies; this firm shall act in the selection process according to the director profile being sought by the Company and with a view to meeting the requirements of professionalism and independence that are accordingly established both under law and by the practice of good corporate governance. The selected candidates shall be proposed to the Board of Directors which, in turn, shall propose them to the General Meeting of Shareholders unless vacancies are directly covered by co-optation.*
4. *The Board of Directors shall guarantee that the procedures used to select its members favour gender diversity, experience and knowledge, and are not implicitly biased to the extent that discrimination of any kind is engendered and, in particular, facilitate the selection of female Directors."*

The effectiveness of the resolution of amendment of the Clause 28 of the Articles of Association, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by

CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

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").

"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").

"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".*

5.3 Amendment of Clause 23 (Adoption of Resolutions and announcement of the result)".

"According to the proposal that has been made available to shareholders since the publication of the announcement of the General Meeting, to approve the amendment of Clause 23 of the Rules of the General Meeting, under the following terms:

"Article 23. Adoption of resolutions and announcement of the outcome

1. *Resolutions will be adopted by a simple majority of shares present and represented in the General Meeting os Shareholders, with a resolution understood to be adopted when there are more votes in favour than against from the capital present or represented, except for those cases where the Law or Articles of Association require a qualified majority.*

   In particular, it must be adopted with the favourable vote of the shares present or represented in the General Meeting, with over fifty percent (50%) of the subscribed share capital with the right to vote the issuance of shares or bonds or securities that can be converted into shares with exclusion of the pre-emptive subscription right in favour of Company shareholders.

2. *Every share with the right to vote that is present or represented in the General Meeting of Shareholders shall grant the right to one vote.*

3. *The Chairman shall declare the resolutions approved when he has confirmation of sufficient votes in favour, notwithstanding any signals that the shareholders present may make to the Notary Public or the Secretary regarding this issue.*

4. *For each resolution put to vote in the General Meeting of Shareholders, the following shall be determined, at least: the number of shares compared with those that issued valid votes, the proportion of the share capital represented by these votes, the total number of valid votes, the number of votes in favour and against each resolution and, if applicable, the number of abstentions.*

5. *In any case, once a proposal for resolution is approved, all others relating to the same issue that are incompatible with it shall automatically be dismissed, and thus without being put to the vote again.*

6. *If any proposals are formulated relating to issues the General Meeting can resolve without the need for them to appear in the Agenda, the Chairman shall decide upon the order in which they will be put to vote.*

7. *For the adoption of any of the resolutions referred to in Article 526 LSC, any shares that do not entitle the right to vote, due to application of the aforementioned provision, shall not be considered as represented or present except when a person who does have the right to vote has been sub-delegated or alternatively delegated."*

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

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

"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.

"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.

"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".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

6.4. Appointment of Mr ANTONIO GÓMEZ GARCÍA as a director representing a controlling shareholder.

"Appoint 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 ANTONIO GÓMEZ GARCÍA, with the category of director representing controlling shareholders".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

6.5. Appointment of Mr ALFONSO SALEM SLIM as a director representing a controlling shareholder.

"Appoint 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 ALFONSO SALEM SLIM, with the category of director representing controlling shareholders".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

6.6. Appointment of Mr MIGUEL ÁNGEL MARTÍNEZ PARRA as an Executive Director.

"Appoint 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 MIGUEL ANGEL MARTÍNEZ PARRA, with the category of executive director".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

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.

"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.

"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".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

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 .

"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".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

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.

"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".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

7.5. 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 Angel Martinez Parra.

"Discharge, under the terms established in Article 230 of the Capital Company Law and, therefore, allow Mr. Miguel Angel Martinez 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".

The effectiveness of the resolution, was subject to the authorization by the National Commission of Capital Markets ("CNMV") of the takeover bid made by Control Empresarial de Capitales, S.A. de C.V. ("CEC") for FCC, condition that has been fulfilled at the present day (29/06/2016), which is the date of the authorization by CNMV of the takeover bid, as has been reported to the market by the CNMV through Significant Event 240309 official registration number.

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

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

"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.

"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.

This item of the agenda was not voted because it required for approval the vote in favor of at least two thirds of the share capital with voting rights, there being insufficient the voting quorum.

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

This item of the agenda was not voting because it was an information item.

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

"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".

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