

2019 ANNUAL GENERAL MEETING

ATTENDANCE, PROXY AND REMOTE VOTING CARD

Attendance, Proxy and Remote Voting Card for the General Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which will be held at Avenida Camino de Santiago 40, Madrid (28050) at 16:00 on 8 May 2019, upon first call and, should no quorum be reached, in the same place and at the same time on 9 May 2019 upon second call (**General Meeting is expected to be held upon first call**).

IN-PERSON MEETING ATTENDANCE

Shareholders wishing to attend the General Meeting in person must sign in the space allocated for this purpose below, and present this attendance card at the General Meeting on the date thereof.

Attending shareholder signature

..... 2019

Shareholder Name and Surname(s)	
Securities Account Code	Number of Shares

PROXY VOTE

The shareholder of the shares indicated above grants a proxy to (*only check one box*):

1. ☐ General Meeting Chairman

2. ☐ ID No.....

When no individual person is specified, the proxy will be construed as having been granted to the Chairman of the General Meeting.

Give voting instructions by marking the corresponding box in the following table. Proxy holders shall interpret empty boxes as votes *for* the resolutions formulated by the Board of Directors.

Agenda Item	1º.1	1º.2	1º.3	1º.4	2º	3º.1	3º.2	3º.3	3º.4	3º.5	3º.6	3º.7	3º.8	4º.1	4º.2	4º.3	5º	6º.1	6º.2	7º	8º	9º	10º
For																							
Against																							
Against																							

The proxy will extend to the motions regarding matters not included on the Agenda attached hereto, in relation to which the proxy holder will vote in the best interests of the represented shareholder, save when the NO box below is marked, in which case, it shall be construed that the shareholder is instructing the proxy holder to abstain for such motions.

☐ NO

Pursuant to articles 523 and 526 of the Corporate Enterprises Act, it should be borne in mind that there may be conflicts of interest affecting the Chairman of the General Meeting and any other member of the Board of Directors concerning: (i) item 3 of the Agenda, solely in the specific case of the directors whose re-election is proposed; (ii) item 4 of the Agenda, solely in the specific case of the directors whose exemption is proposed; (iii) item 6 of the Agenda regarding director remuneration; and (iv) the cases contemplated in paragraphs b) and c) of article 526.1 of the Corporate Enterprises Act (removal, termination or dismissal of directors, and exercise of a corporate liability action) that could be presented outside the Agenda as provided for by law.

In relation thereto, if the shareholder has not given precise voting instructions, the proxy shall be deemed to have passed onto the Secretary of the General Meeting, unless expressly indicated otherwise. Mark the NO box only when not authorising substitution (in which case the shareholder is instructing the proxy holder to abstain in this regard): ☐ NO

Shareholder signature

Proxy holder signature

..... 2019

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REMOTE VOTING

The shareholder of the shares indicated above will exercise the right to vote in favour of all the motions for resolution formulated by the Board of Directors in relation to the items on the Agenda attached hereto, unless indicated otherwise by a vote against (*cross the corresponding boxes*):

Agenda Item	1º.1	1º.2	1º.3	1º.4	2º	3º.1	3º.2	3º.3	3º.4	3º.5	3º.6	3º.7	3º.8	4º.1	4º.2	4º.3	5º	6º.1	6º.2	7º	8º	9º	10º
For																							
Against																							
Against																							

Unless expressly indicated otherwise in the manner indicated below and in relation to the motions for resolution not formulated by the Board of Directors or items not included on the Agenda attached hereto, the proxy is understood as having been granted to the Chairman of the General Meeting, applying the rules regarding the way of the vote in the absence of instructions and in cases of conflicts of interest contemplated in the Proxy Vote section of this card. Mark the NO box only to revoke the proxy (in which case the shareholder is abstaining in regard to the motions for resolution).

☐ NO

Shareholder signature

..... 2019

Shareholder Name and Surname(s)	
Securities Account Code	Number of Shares

RIGHT TO ATTEND

General Meetings may be attended by shareholders who hold at least one share, including shareholders with no voting rights, whose ownership appears in the corresponding entries of the share register at least five (5) days before the date of the General Meeting, and who can thus substantiate such ownership through the corresponding authentication certificate, this attendance card or any other manner admitted by the pertinent legislation currently in force.

PROXY VOTE

All shareholders with a right to attend may be represented at the General Meeting by a proxy holder, who need not necessarily be a shareholder. To do so, shareholders must complete the Proxy Vote section of the present card, which must be signed by the shareholder and the proxy holder in the designated spaces. The proxy can be sent to the Company by hand delivery, post, electronic media or other remote communication channels as set out by the Company Bylaws, General Meeting Regulations, information contained in the notice of the General Meeting and on the Company's website (www.fcc.es).

Proxy letters must be received by the Company at least twenty-four (24) hours before the day immediately preceding the scheduled General Meeting upon first call. Otherwise, the proxy will be deemed as not having been granted.

REMOTE VOTING

Shareholders may remotely cast their votes via post, an electronic medium or the Company's website (www.fcc.es) following publication of the notice of the General Meeting according to the corresponding instructions specifying how to do so on each screen of the cited web page.

- To vote by post, shareholders must duly complete, sign and send the present card to the Company.
 - Shareholders can cast their votes remotely from the Company's website (www.fcc.es) by going to the section "Accionistas e inversores" (Shareholders and Investors) in the area dedicated to the General Meeting, and then following the corresponding instructions appearing on each screen of the cited web page.
- Electronically cast votes will be issued under a recognised electronic signature, which will be accompanied by an inalterable copy of a duly completed and signed version of the present card.

Votes issued by any of the channels specified above must be received by the Company at least twenty-four (24) hours before the day immediately preceding the scheduled General Meeting upon first call. Otherwise, the vote shall be deemed as not having been given.

Likewise, remote votes cast by any of the channels listed above will be invalid:

- By subsequent and express revocation through the same medium employed to cast the vote and by the deadline to do so.
- By actual attendance of the voter at the General Meeting.

AGENDA

1. **Financial statements and corporate management.**
 - 1.1. Examination and approval, if applicable, of the financial statements and management reports corresponding to fiscal year 2018 of the company Fomento de Construcciones y Contratas, SA and its Consolidated Group.
 - 1.2. Examination and approval of corporate management in 2018.
 - 1.3. Examination and approval, where pertinent, of non-financial reporting corresponding to the year ended 31 December 2018, which is part of the consolidated management report.
 - 1.4. Examination and approval, where pertinent, of the proposed application of the 2018 profits.
2. Re-election of the statutory auditors of the Company and its Consolidated Group.
3. Appointment and/or re-election of directors.
 - 3.1. Re-election of ALEJANDRO ABOUMRAD GONZÁLEZ as proprietary director.
 - 3.2. Re-election of DOMINUM DIRECCIÓN Y GESTIÓN, SA as proprietary director.
 - 3.3. Re-election of GERARDO KURI KAUFMANN as executive director.
 - 3.4. Re-election of MANUEL GIL MADRIGAL as independent director.
 - 3.5. Re-election of INMOBILIARIA AEG SA DE CV as proprietary director.
 - 3.6. Re-election of SAMEDE INVERSIONES 2010, SL as proprietary director.
 - 3.7. Re-election of ALVARO VAZQUEZ DE LAPUERTA as independent director.
 - 3.8. Re-election of HENRI PROGLIO as independent director.
4. Approval, for any and all necessary effects, of the waiver of the obligation not to carry out activities entailing an effective competition with the Company in accordance with article 230 of the Spanish Corporate Enterprises Act.
 - 4.1. Approval, for any and all necessary effects, of the waiver of the obligation not to carry out activities entailing an effective competition with the Company in accordance with article 230 of the Spanish Corporate Enterprises Act with regard to ALEJANDRO ABOUMRAD GONZÁLEZ.
 - 4.2. Approval, for any and all necessary effects, of the waiver of the obligation not to carry out activities entailing an effective competition with the Company in accordance with article 230 of the Spanish Corporate Enterprises Act with regard to GERARDO KURI KAUFMANN.
 - 4.3. Approval, for any and all necessary effects, of the waiver of the obligation not to carry out activities entailing an effective competition with the Company in accordance with article 230 of the Spanish Corporate Enterprises Act with regard to INMOBILIARIA AEG SA DE CV.
5. Distribution of a scrip dividend through (i) a share capital increase for a determinable amount by issuing new ordinary shares of 1 euro par value each, without issue premium, of the same class and series as those currently in circulation, charged against reserves; and (ii) the offer of the acquisition of free allocation rights at a guaranteed price. Express provision for the possibility of incomplete allocation. Delegation of powers.
6. Remuneration of the members of the Board of Directors.
 - 6.1. Remuneration of the members of the Board of Directors corresponding to 2018.
 - 6.2. Submission to a vote of an advisory nature of the Annual Director Remuneration Report corresponding to 2018.
7. Contribution of essential assets to a subsidiary and restructuring of the environmental services activity. Approval pursuant to articles 160 and 511 bis of the Spanish Corporate Enterprises Act.
8. Authorisation to the Board of Directors, with substitution powers, to agree, on one or several occasions, to increase capital as provided for by article 297.1.b) of the Corporate Enterprises Act, subject to the limits established therein, and with the power, if applicable, to agree to the exclusion of the right of preferential subscription up to a limit of 20% of the share capital at the time of this delegation.
9. Reduction of the convocation period of extraordinary general meetings.
10. Grant directors broad powers to draw up, place on the public record, register, rectify and execute the adopted agreements.