

MEANS AND PROCEDURES FOR GRANTING PROXY AT THE GENERAL MEETING OF SHAREHOLDERS AND FOR VOTING AT A DISTANCE

Attendance, proxy and voting rights

- Attendance:

As provided under article 18 of the Company Bylaws, the General Meeting may be attended by shareholders who hold at least one share, whose ownership appears in the corresponding entries of the share register at least five (5) days before the date of the Meeting, and can thus substantiate such ownership through the corresponding authentication certificate, attendance card issued by the Company, or any other manner admitted by the pertinent legislation currently in force.

- Proxy:

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. Representation through proxy must be granted in writing in accordance with the terms and conditions and within the scope established by the Spanish Corporate Enterprises Act, and be especially worded for the General Meeting, save the exceptions contemplated in the Spanish Corporate Enterprises Act.

When the delegation form fails to indicate the specific person to whom the shareholder confers representation, it shall be construed as having been granted to the Chairman of the General Meeting.

- Voting:

Shareholders holding the right to attend may also vote by personally attending and voting at the Meeting with the attendance card duly signed and filled out.

- Casting a vote and granting representation at the General Meeting of shareholders by means of distance communication.

I.- Voting by means of distance communication.

Pursuant to the provisions of Clause 20 of the Articles of Association and 22 of the Regulations of the General Meeting, votes on proposals relating to items on the Agenda may be cast by shareholders by post or electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

I.1.- Voting by by post.

Any shareholders that wish to vote by post must send the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ("the Company").

The card, duly completed and signed, must be sent to the Company by any of the following methods:

- a) By delivery or dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Stock Exchange and Investor Relations Department".
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

I. 2.- Electronic voting.

Any shareholders that wish to vote electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

Electronic votes be cast by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES),

accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may issue their vote in relation to the items of the Agenda of the General Meeting.

II.- Granting of representation by distance communication systems.

Pursuant to the provisions of Clause 19 of the Articles of Association and 11 of the Regulations of the General Meeting, shareholders may grant their representation for the General Meeting by post, electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

II.1.- Granting of representation by post.

Any shareholders that wish to grant their representation by post must send to the Company the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by the Company.

If the representation is granted to the Chairperson or to any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following ways:

- a) By delivery dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Stock Exchange and Investor Relations Department".
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

II.2.- Granting representation electronically.

Any shareholders that wish to grant their representation electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

The electronic representation will be granted by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may grant their representation through the website.

II.3.- Common provisions relating to the representation being granted by distance communication.

Any shareholder that grants their representation by distance communication must inform the designated representative of the granted representation; this party, in turn, must acknowledge his/her acceptance. For these purposes, on the day and in the place where the General Meeting is held, the designated representatives must be identified by their National ID Document or passport, and provide a printed copy of the postal or electronic delegation of authority, duly signed by the representative and the represented shareholder.

If instructions have been issued by the represented shareholder, the representative will cast the vote according to them and will be required to comply with these instructions for a period of one year as of the time when the corresponding Meeting is held.

The delegation of authority may also include any items which, although not set out on the Agenda of the

announcement, may be addressed at the Meeting, as permitted by Law.

The representative may only cast the vote of his/her principal by attending the General Meeting in person.

When the representation is granted to the Chairperson or any other member of the Board of Directors, including the Secretary, this communication will be deemed to be issued by receipt of the granted representation by the Company.

The representative may represent more than one shareholder without any limitation on the number of represented shareholders. When a representative represents several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder, according to the instructions provided by each shareholder.

II.4.- Conflict of interest.

For the purposes of the provisions of articles 523 and 526 of the Corporate Enterprises Act, we hereby inform that the Chairman of the Board of Directors, as well as any other member of the Board of Directors, may be in conflict of interest in relation to: (i) item 1.2 of the Agenda; (ii) item 4 of the Agenda, only in the case of the directors whose re-election is proposed; (iii) item 5 of the Agenda, only in the case of the directors whose exemption is proposed; (iv) item 7 of the Agenda regarding the remuneration of directors and (v) the assumptions set forth in sections b) or c) of article 526.1 of the Corporate Enterprises Act (dismissal, division or removal of directors and exercise of social action of responsibility) that could be presented outside the Agenda in accordance with the Law. In relation to all of them, if the represented party has not given precise voting instructions, the representation shall be deemed to have been conferred on the Secretary of the General Shareholders' Meeting, unless expressly stated otherwise.

III.- Common rules.

III.1.- Period of exercise for distance communication representation and voting.

Any representations granted and votes cast by distance communication, both by post and electronically, may be issued as of the date on which the announcement is published and must be received by the Company at its registered address or through its website at least twenty-four (24) hours in advance of the scheduled date for the General Meeting, i.e. before 4 p.m. on 1 June 2020.

Any representations and votes received after this time will be deemed not to have been granted or cast respectively.

After the indicated period, only representations which have been granted in writing by means of the attendance card will be admitted; they must be presented at the shareholder entry registration desk at the place and on the date on which the General Meeting is held.

III.2.- Priority rules about attendance, voting and representation by distance communication.

III.2.1. Priority of attendance in person.

The effect of attending the General Meeting in person will be to revoke the representation granted and the vote cast by distance communication

Representation status is always revocable. At any rate, the attendance of the principal at the Meeting will equate to the revocation of the granted representation.

III.2.2. Priority of remote voting over granting of distance representation.

Any vote cast by any means of distance communication will invalidate any representation granted electronically or by a printed card, even if it is done at an earlier stage, which will be deemed to be revoked, or at a later stage, which will be deemed not to have taken place.

III.2.3. Priority in the event of granting several representations or votes by distance communication.

If a shareholder validly grants several representations or validly casts several votes by different means of distance communication, the last representation and/or vote to be received will prevail and any that are

received before will be invalidated.

III.3. Co-ownership

If any shares are co-owned, for the purpose of Article 126 LSC, it will be assumed that the co-owner that votes or grants the representation by distance communication is designated by the other co-owners to exercise the rights arising under the shares.

IV.- Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms by which representations or votes are electronically granted/cast whenever required to do so by technical security reasons.

The Company will not be liable for any damage or loss which may be incurred by the shareholder arising from faults, overloads, line drops, connection faults, ineffective postal service or any other eventuality of an equal or similar kind, beyond the control of the Company, which may prevent the use of distance communication voting and representation mechanisms.

IMPORTANT INFORMATION ON THE REMOTE ATTENDANCE TO THE GENERAL SHAREHOLDERS' MEETING DURING THE STATE OF ALARM DECLARED BY ROYAL DECREE 463/2020, OF 14 MARCH (PARTIALLY AMENDED BY ROYAL DECREE 465/2020, OF 17 MARCH), AND UNDER ROYAL DECREE-LAW 8/2020, OF 17 MARCH, IN RELATION TO COVID-19:

Shareholders are informed that the Company's General Shareholders' Meeting in 2020 will also be held remotely, that is, giving shareholders and their representatives the possibility of attending the meeting either physically or remotely, i.e., without the need to physically attend the meeting.

In this regard, in addition to the possibility of using the ordinary procedure for proxy, voting and distance information, described above, shareholders may also participate in the General Meeting by attending remotely and also casting their vote remotely, in the terms approved by the Board of Directors and in accordance with the rules and instructions for the development of such system, published on the corporate website of the company www.fcc.es, as follows:

- Shareholders who wish to attend remotely must register on the company's corporate website www.fcc.es before 1 June 2020, at 00:00, certifying their identity by any of the following means:

- (i) The Electronic National Identity Document.
- (ii) A recognised and valid electronic user certificate, pursuant to Law 59/2003 on Electronic Signatures, and issued by the Spanish Public Certification Authority (CERES), under the National Mint and Stamp Factory.

If the person on whom attendance has been delegated wishes to attend remotely, the shareholder who has delegated this right must have notified the representative of said delegation and send a copy of the conferred delegation, or of the powers of representation in the case of a legal person, to the Department of Stock Market and Investor Relations (Av. del Camino de Santiago, 40, 28050 Madrid) or to the email address ir@fcc.es, along with a copy of the representative's ID card or passport before 00:00 of 1 June 2020.

- However, the Company reserves the right to request from the shareholders or their representatives the additional means of identification that it deems necessary to verify their status as shareholders and guarantee their authenticity at any time.
- The shareholder or representative who has registered to attend the General Meeting remotely must connect on the corporate website www.fcc.es on the day of the General Meeting, i.e., on 2 June 2020, on first call or, if there is insufficient quorum, on 3 June 2020, on second call, from 14.45 to 15.45, requiring all shareholders to identify themselves as indicated in the corresponding instructions. Attendees will not be allowed to connect outside of this time slot.
- In accordance with the provisions of the LSC, interventions and proposals for agreements or requests for information or clarifications that, pursuant to said law, those who will attend by

electronic means intend to formulate, must be sent to the company, in writing and in writing. In any case, in the form, terms and conditions established in the aforementioned website of the company, at the latest until 4:30 p.m. on June 2, 2020 or, where appropriate, on June 3, 2020, according to The General Meeting is held on the first or second call, respectively, or until such time as, where appropriate, the President of the Ordinary General Shareholders' Meeting indicates.

- In the event that the shareholder or the shareholder's representative wishes his/her intervention to appear literally in the minutes of the meeting, he/she must expressly state it in the aforementioned intervention form, attaching, where appropriate, the text of the aforementioned intervention.
- Requests for information or clarifications from shareholders or their representatives who attend remotely will be answered verbally during the General Meeting by the Chairman or person designated by the Chairman, or in writing within a period of seven days after the meeting is held.
- Shareholders or their duly registered representatives who attend remotely may cast their vote on the proposals related to items included in the Agenda, through the aforementioned corporate website and in accordance with the corresponding voting form and its instructions.
- Likewise, with respect to the proposed resolutions on those matters that, in accordance with the Law, do not appear on the Agenda, those attending remotely and who have previously registered may cast their votes from the moment in which the Secretary of the General Meeting reads these proposals to proceed to their voting.
- In any case, the remote voting process regarding all proposals submitted to the General Meeting will end at 5:00 p.m. at the latest on the day of the meeting or, if applicable, after the conclusion of the voting period for the proposed resolutions is declared by the Chairman.
- The Company reserves the right to modify, suspend, cancel or restrict the remote attendance mechanisms of the General Meeting when technical or security reasons require or impose it. In this case, the Company will make this circumstance public in due form and with sufficient time in advance by any means it deems appropriate, informing of any alternative mechanism that, where appropriate, could be enabled and, in any case, of the other means of remote communication available to shareholders for casting or delegating their vote. The Company will not be liable against third parties for any such decision, beyond the Company's will, that could prevent remote attendance.
- Remote attendance of the shareholder or the shareholder's representative will be equivalent to attendance in person to the Ordinary General Shareholders' Meeting.
- The remote attendance of the shareholder or the shareholder's representative will invalidate the vote or the delegation made previously by any other procedure established by the Company.
- Likewise, if necessary and provided that the proper conduct and holding of the General Meeting is guaranteed, the Chairman, the Secretary of the General Meeting, the Notary Public required to draw up the minutes of the session, as well as the Chief Executive Officer and all other Members of the Board of Directors may attend the General Meeting exclusively via remote means or by audio conference, video conference or by any other means of remote communication in real time that adequately guarantees their identity and the fulfilment of their duties.

In any case, the company will closely follow the unfolding of the health crisis created by COVID-19, as well as the recommendations of the competent authorities and the applicable laws derived from this situation.

In the event that, on the date of the annual general meeting, restrictions or recommendations by public authorities persist in all or part of the national territory with regard to personal mobility or to meetings involving more than a certain number of people which would in fact limit the right of all or part of the shareholders to attend the General Meeting at the established venue either personally or through a representative, the Company may choose to hold the General Meeting exclusively via videoconference. In this case, the Company will make a complementary announcement specifying how the meeting will take place and give a minimum of five calendar days notice before the date of the General Meeting.