

2021 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 with exclusively telematic attendance at 5:30 p.m. on 29 June 2021, upon first call and, should no quorum be reached, at the same time on 30 June 2021 upon second call, it being understood to be held for legal purposes at the registered office, calle Balmes, 36, Barcelona (**General Meeting is expected to be held upon first call**).

Shareholder signature

..... 2021

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	4º.1	4º.2	4º.3	4º.4	4º.5	4º.6	5º.1	5º.2	5º.3	6º	7º	8º	9º
For																									
Against																									
abstention																									

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

For the purposes of the provisions of articles 523 and 526 of the Spanish Corporate Enterprises Act, it is hereby informed that the President of the Board of Directors, as well as any other member of the Board of Directors, may be in conflict of interest with regard to: (i) item 1.2 of the Agenda; (ii) item 5 of the Agenda regarding the remuneration of directors, and (iii) the issues included in sections b) or c) of article 526.1 of the Spanish Corporate Enterprises Act (dismissal, separation or termination of administrators and the exercise of corporate responsibility action) that could be presented outside the Agenda in accordance with the Law. Likewise, any person whose appointment is proposed and EAC Inversiones Corporativas, S.L. will be in conflict of interest with regard to item 2 of the Agenda.

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

..... 2021

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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	4º.1	4º.2	4º.3	4º.4	4º.5	4º.6	5º.1	5º.2	5º.3	6º	7º	8º	9º
For																									
Against																									
abstention																									

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

..... 2021

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,

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 may be issued from the day of publication of the call and should be received by the Company at least twenty-four (24) hours in advance of the time scheduled for the General Shareholders Meeting, that is, before 5.30 pm on 28 June 2021. Otherwise, votes will be considered as not cast.

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.

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, that is, before 5.30 pm on 28 June 2021. Otherwise, votes will be considered as not cast.

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 2020 of the company Fomento de Construcciones y Contratas, SA and its Consolidated Group.
 - 1.2. Examination and approval of corporate management in 2020.
 - 1.3. Examination and approval, where pertinent, of non-financial reporting corresponding to the year ended 31 December 2020 which is part of the consolidated management report.
 - 1.4. Examination and approval, where pertinent, of the proposed application of the 2020 profits.
- 2. Appointment of Ms Alicia Alcocer Koplowitz as proprietary director.**
- 3. Modification of the Articles of Association of the Company:**
 - 3.1. Modification of article 6 ("Shares") of the Second Title (Capital Stock and Shares) of the Articles of Association.
 - 3.2. Modification of articles 14 ("Responsibilities of the General Shareholders Meeting"), 18 ("Legal standing with regard to attending the Shareholders Meeting"), 19 ("Proxy"), 20 ("Remote casting of votes"), 24 ("Right to information") and 26 ("Deliberations. Adopting resolutions. Minutes") for Section 1 (regarding the General Shareholders Meeting) of the Third Title (regarding the Governance of the Company) of the Articles of Association.
 - 3.3. Incorporation of a new article 18 bis ("Attendance at the General Shareholders Meeting by electronic means. Exclusively telematic Shareholders Meetings") to Section 1 (regarding the General Shareholders Meeting) of the Third Title (regarding the Governance of the company) of the Articles of Association.
 - 3.4. Modification of articles 28 ("Members"), 30 ("Requirements and duration of the position"), 36 ("Executive Committee and Managing Director") and 37 ("Functioning of the Executive Committee") of Section 2 (regarding the Board of Directors) of the Third Title (regarding the Governance of the Company) of the Articles of Association.
 - 3.5. Modification of article 38 ("Remuneration") of Section 2 (regarding the Board of Directors) of Title Three (regarding the Governance of the Company) of the Articles of Association.
 - 3.6. Modification of articles 40 ("The Audit and Control Committee") and 41 ("The Appointments and Remuneration Committee") of Section 3 (regarding the Board Committees) of the Third Title (regarding the Governance of the Company) of the Articles of Association.
 - 3.7. Modification of articles 44 ("Formulation of the financial statements") and 46 ("Deposit of the accounts") of the Fifth Title (regarding the Business Year and Financial Statements) of the Articles of Association.
- 4. Modification of the Regulations for the Company's General Shareholders' Meeting:**
 - 4.1. Modification of articles 4 ("General Shareholders Meeting") and 6 ("Powers of the General Shareholders Meeting") of Title I (Concept, Classes and Functions of the General Shareholders Meeting) of the Regulations governing the General Shareholders Meeting.
 - 4.2. Modification of articles 9 ("Information available from the date of the call") and 11 ("Proxies") of Chapter II (Preparation for the General Shareholders Meeting) of Title II (Call and preparation for the General Shareholders Meeting) of the Regulations for the General Shareholders Meeting.
 - 4.3. Modification of articles 12 ("Right and duty of attendance"), 15 ("Presidency, Secretary and Board of the General Shareholders Meeting") and 16 ("Constitution of the General Shareholders Meeting"), and incorporation of a new article 14 bis ("Attendance at the General Meeting by electronic means. Exclusively telematic Shareholders Meetings") to Chapter I (Constitution of the Meeting) of Title III (Holding of the General Shareholders Meeting).
 - 4.4. Modification of articles 17 ("Requests to speak") and 19 ("Right to information during the Meeting") of Chapter II (Shareholders' speaking time) of Title III (Holding of the General Shareholders Meeting) of the Regulations for the General Shareholders Meeting.
 - 4.5. Modification of articles 20 ("Voting on proposed resolutions"), 22 ("Remote casting of votes") and 26 ("Minutes of the Meeting") of Chapter III (Voting and documentation of resolutions) of Title III (Holding of the General Shareholders Meeting) of the Regulations for the General Shareholders Meeting.
 - 4.6. Elimination of the Final Provision of the Regulations for the General Shareholders Meeting.
- 5. Remuneration of the members of the Board of Directors:**
 - 5.1. Remuneration of the members of the Board of Directors corresponding to the 2020 business year.
 - 5.2. Submission to a vote of an advisory nature of the Annual Director Remuneration Report corresponding to the 2020 business year.
 - 5.3. Approval of the Directors' Remuneration Policy.
- 6. 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 (€ 0,40 right). Express provision for the possibility of incomplete allocation. Delegation of powers.**

7. Reduction of the deadline for calling extraordinary general meetings.
8. Grant directors broad powers to draw up, place on public record, register, rectify and execute the adopted agreements.
9. Information to the General Shareholders Meeting on the modification of the Regulations of the Board of Directors approved at its meeting on 2 June 2020.

IMPORTANT NOTE: Shareholders are informed that the Ordinary General Meeting in 2021 will be held exclusively by electronic means, shareholders and their proxies will attend the meeting exclusively by electronic means, without the attendance of natural persons at the meeting, all in the terms approved by the Board of Directors and in accordance with the rules and instructions for its operation published in the notice of call and on the company's corporate website.