

Electronic Shareholders Forum Operating Rules

1. Introduction

In accordance with article 539.2 of the consolidated text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2 July (hereinafter referred to simply as the "**Corporate Enterprises Act**"), and article 28 of the Regulations of the Board of Directors of **FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A.** (hereinafter referred to as "**FCC**"), the Board of Directors of FCC approves the present Operating Rules of the FCC Electronic Shareholders Forum (hereinafter referred to as the "**Forum**"), which shall be activated on the FCC website (www.fcc.es) from the notice, call, and holding of every General Shareholders' Meeting.

2. Forum Operating Rules

These operating rules govern the setting up of the Forum on FCC's website, its availability to FCC shareholders and any voluntary associations that may be set up in accordance with pertinent legislation currently in force, and the guarantees, terms and conditions for access to and use of the Forum.

These Operating Rules complement, with respect to the Forum, the rules set forth in the "Legal Notice", "Privacy Policy" and "Cookie Policy" for access and use (hereinafter, the "**Terms and Conditions of Access and Use**") of the FCC website (www.fcc.es), which shall be fully applicable with respect to both access to and use of the Forum, in all matters not modified by or incompatible with the provisions of these Operating Rules.

FCC reserves the right to modify, at any time and without prior notice, the presentation, configuration, operation and content of the Forum, the Terms and Conditions of Access and Use and these Operating Rules, notwithstanding any legal provisions in this regard.

3. Acceptance of the Forum Operating Rules

By registering as a user of the Forum (hereinafter, the "**Registered User**") and by entering and/or participating in the Forum, the User fully and unreservedly accepts the terms and conditions of the Operating Rules and the current version of the Terms and Conditions of Access and Use of the **FCC** website (www.fcc.es).

FCC shall be considered the Moderator of the Forum (hereinafter referred to as the "**Moderator**") under the terms and with the powers provided for in these Operating Rules, reserving the power of interpretation in the event of any doubt or discrepancy in the use of the Forum.

4. Forum Aim and Purpose

The Forum is set up for the sole purpose of facilitating communication amongst FCC shareholders, starting from the corresponding notice and calls of, and until to the actual date of each scheduled General Shareholders' Meeting.

By virtue thereof, Registered Users may submit, for publication in the Forum, communications exclusively for the purpose of:

- Proposals that are intended to be submitted as a supplement to the agenda announced in the notice of the General Meeting. However, this right may not be exercised for notices of Extraordinary General Meetings.
- Requests to join these proposals.
- Initiatives to attain a sufficient percentage to exercise a minority right afforded by law.
- Offers or requests for voluntary proxies.

Please note that in accordance with article 519 of the Corporate Enterprises Act, shareholders who request to have a proposal posted as a supplement to the notice of the Annual General Meeting including one or more items on the agenda must represent at least three percent (3%) of the share capital.

These rights must be exercised via reliable notification sent to the registered office at the following address within five (5) days following the publication of the announcement of the notice of the call to meeting:

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.
General Secretary
Calle Balmes, 36
Barcelona, Spain

Likewise, shareholders representing the same percentage may, within the period and in the manner indicated, submit substantiated proposals for resolutions on matters already included or to be included on the agenda.

In no case shall the publication in the Forum alone of a supplementary proposal to the agenda in the Forum constitute acceptance thereof or, consequently, an amendment to the agenda announced in the notice of the Meeting.

5. Registered users

Access to and use of the Forum is reserved exclusively to individual shareholders of FCC and to voluntary associations of shareholders validly constituted and registered in the special registry of the National Securities Market Commission (hereinafter referred to as the "**CNMV**") pursuant to article 539.4 of the Corporate Enterprises Act and the pertinent implementing regulations currently in force.

Shareholders and voluntary associations of shareholders may only enter and use the Forum after having registered as "Registered Users". Registration entails completion of the corresponding Forum Registered User registration form with verification of identity and status as an FCC shareholder or voluntary association of shareholders duly constituted and registered with the CNMV, as indicated in the aforementioned form.

Shareholders who are legal persons and voluntary associations of shareholders must justify in the registration form, in the manner set out therein, the representation of the person seeking access to the Forum.

Registered Users may access and use the Forum only if they are valid FCC shareholders in accordance with the applicable regulations, or if they are a duly constituted and registered voluntary association of shareholders. As moderator of the Forum, should FCC have any reasonable doubts at any time as to the compliance with a Registered User's compliance with these terms and conditions, it may call on the User to provide proof of compliance with these terms and conditions, and may request the provision of any information or documents it deems appropriate to verify the points set out herein.

The Moderator may require additional information and suspend or deregister Registered Users who fail to comply with the referred terms and conditions.

Communications made by shareholders who lose such status (hereinafter, former shareholders) before the relevant General Shareholders' Meeting is held shall automatically lapse, as well as communications related or linked to the above.

6. Entry to the Forum and posting of communications

6.1. Right of access to the Forum

All Registered Users will have access to the Forum and will be able to consult the communications posted therein.

The Forum is only intended for posting communications submitted by Registered Users in relation to the matters set out in the section "Forum Aim and Purpose" and is not a mechanism for electronic conversation between Registered Users or a place for virtual debate.

Therefore, the Moderator will only admit communications to the Forum that are appropriate in accordance with the law and FCC's Corporate Governance rules, and therefore, comments on such communications will not be published in the Forum.

6.2. Posting communications on the Forum

Any Registered User may post communications on any of the matters set out in section 4 above: "Forum Aim and Purpose".

Communications will be sent exclusively in text format and, once posted, are accessible to all other Registered Users.

All communications posted by Registered Users are made in a personal capacity and, except in the case of authorised associations of shareholders, no communications shall be posted from agents representing shareholders, shareholders' groups and shareholders' agreements, depositary entities, financial intermediaries and anyone acting on behalf, or in the interest, of shareholders.

Communications should be made using the forms available for this purpose on the Forum, which shall include:

- Identification of the Registered User sending the communication.
- The wording of the communication, indicating precisely the content of the initiative.
- Succinct justification for the communication.

The Moderator shall incorporate the identification of any communication requested by a Registered User. Identification shall be construed as name and surname, in the case of natural persons, company name, in the case of legal persons, and name and registration number in the CNMV register, in the case of shareholder associations and, in the latter two cases, the identification of their respective representatives and, in all cases, e-mail address as well as any other data requested in the registration form.

Any communication posted on the Forum shall include the identification of the Registered User who makes it (whether a natural person, legal entity or association of shareholders), in the terms and to the extent indicated in the preceding paragraph and with the corresponding timestamp (posting date and time).

By posting a communication, the Registered User responsible for the communication represents and warrants that the content of the communication is lawful, these Operating Rules and the principles of good faith, that he/she has all the necessary authorisations and permissions to post the communication and that it does not infringe or violate any rights of third parties.

The Moderator may verify the conformity of the communications intended to be made with the legal system, with these Operating Rules and with the principles of good faith and may deny the incorporation to the Forum, or remove from it, any communication that he/she considers not to be in accordance with these principles. Likewise, the Moderator may reply to any communication made by Registered Users through the e-mail address provided by the Registered User or by any other means of communication he/she deems appropriate.

6.3. Content of communications

Any use by Registered Users of the Forum must be made in full compliance with applicable law, in accordance with the purpose of the Forum in accordance with section 4 above, "Forum Aim and Purpose", and with respect for the principles of good faith. Certain content shall be prohibited, including yet not limited to the following content:

- Undermining the rights, property and legitimate interests of FCC, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, protection of personal data and any other protected legal property, rights or interests.
- Entering information or personal data of third parties without the informed consent of the data subject, or by impersonating the data subject.
- Incorporating discriminatory, racist, sexist, violent, xenophobic or in any way degrading or offensive content or expressions.
- Incorporating any material inappropriate or contrary to the principles of good faith.

- Providing information of any kind aimed at the perpetration of criminal, civil or administrative offences.
- Taking any action (or providing information to third parties) to circumvent any technical restriction linked to the Forum's media or programmes that would tamper with the prevention of unauthorised use.
- Including content or material without due authorisation from the holders of the intellectual or industrial property rights of that material or content.
- Damaging, disabling, overloading or impairing the operation of the Forum or the computer equipment of FCC, other Registered Users or third parties, including documents, files and any content stored on such computer equipment (hacking) and impeding the normal use of the Forum by other Registered Users.

The communication of any kind of advertising or publicity by Registered Users is strictly prohibited.

Registered Users who become aware that any content on or made available through the Forum is illegal or contrary to these Operating Rules or the principles of good faith may alert the Moderator through the contact mailbox referred to in the "Contact mailbox" section (section 11 of these Rules), and FCC shall not be held liable in any way, even in the event that no action is taken in response to the reported content.

Registered Users undertake to use the Forum diligently, correctly and appropriately in accordance with the law, these Operating Rules and the principles of good faith and in accordance with its purpose, in accordance with section 4 above (Forum Aim and Purpose).

6.4. Elimination of communications after the General Meeting

At midnight on the day prior to the General Shareholders' Meeting on first call, the Forum open in connection therewith shall be closed, and the Moderator reserves the right to remove and delete all communications contained therein.

7. Scope of the Forum

The Forum in no way serves as a channel of communication between FCC and Registered Users.

By virtue thereof, no communication made or posted on the Forum shall in any event be deemed to be a notice to FCC for any purpose and, in particular, for the purposes of the exercise of any rights held by Registered Users, individually or collectively, or to supplant FCC's legal and Corporate Governance requirements for the exercise of any rights or the development of shareholder initiatives and actions.

All rights and powers that shareholders wish to exercise must be exercised through the legally established instruments, as provided by law and by FCC's Corporate Governance, without the Forum being, under any circumstances, a valid instrument for such purposes.

8. Liability of the moderator

8.1. Scope of FCC's liability

FCC accepts no liability for the accuracy, truthfulness, currency, legality or relevance of communications submitted by Registered Users, nor for the communications finally posted on the Forum, nor for the opinions expressed therein by such Registered Users.

FCC shall only be liable for its own services and content directly originated by it and identified with its copyright as a trademark or intellectual or industrial property of FCC.

By entering and/or using the Forum, each Registered User declares that he/she is aware and accepts that the use of the Forum takes place, in any case, under his/her sole and exclusive risk.

The Moderator reserves the right not to publish communications from Registered Users on the Forum and to exclude any Registered User from the Forum if such User does not act in accordance with these Operating Rules.

8.2. Content

Any Registered User may post communications on any of the matters set out in section 4 above: "Forum Aim and Purpose".

The Moderator has the power, but is under no obligation, to monitor the use of the Forum and its contents, which remain the sole responsibility of the Registered Users who post them. In any case, the Moderator may establish tools for filtering and moderating the content of communications, and may also remove content whenever the circumstances contemplated herein arise.

Registered Users shall be liable for any damages that FCC, another Registered User or any other third party may suffer as a result of accessing and/or using the Forum (including, in particular, posting communications) in breach of the pertinent legislation currently in force, these Operating Rules or the principles of good faith.

9. No licence

FCC authorises Registered Users to use the intellectual and industrial property rights relating to the computer application installed on FCC's server, or those of a third party that executes the services that make up the Forum, solely for the purposes set out in section 4 above (Forum Aim and Purpose), and in accordance with the terms and conditions set out in these Operating Rules.

The Registered User shall refrain from gaining, or attempting to gain, access to and use of the Forum and its contents by means or procedures differing from the ones indicated or made available to him or her for this purpose.

FCC grants no licence or authorisation of any kind to use its intellectual and industrial property rights or any other property or right related to the Forum other than as provided for in the preceding paragraph.

10. Cost of use

Access to and use of the Forum by Registered Users is free of charge, notwithstanding the cost incurred by each Registered User for connection through the telecommunications network supplied by the User's service provider, which shall be borne exclusively by that User.

11. Contact mailbox

Registered Users who wish to make suggestions or proposals to improve the Forum, need technical assistance or wish to report content that infringes these Operating Rules may contact FCC at the e-mail address provided for this purpose on the Forum. This mailbox is intended to serve the Registered User and to improve the quality of the Forum, but does not imply any control or liability whatsoever for the Moderator.

12. Security and personal data protection

Personal data that Registered Users share when filling in the "Electronic Shareholders Forum Registration Form", using the contact mailbox specified in the previous section, and/or participating in the Forum, will be processed by FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Data Controller), on the basis of legitimate interest and also legal obligation under Article 539 of the Corporate Enterprises Act to:

- Establish, manage and supervise the operation of the Forum in accordance with these Operating Rules and the applicable legislation.
- Address suggestions or proposals for improving the Forum, possible technical assistance, improving the quality of the Forum, and complaints about content that fails to comply with these Rules of Operation.

The data may be processed by third parties who provide maintenance and management services for the platform/e-Forum. Data may only be forwarded to the competent authorities for the purpose of investigating, prosecuting and sanctioning the act if the content of the communication may be susceptible to administrative and/or judicial/court action.

Registered Users warrant that they have informed third parties of the terms and purposes described above and have secured their authorisation to disclose third-party data contained in the communications.

The Registered User may exercise his/her rights of Access, Rectification, Erasure, Opposition and all other rights provided for in the applicable regulations by sending a letter identified with the reference "Data Protection" to the Information Security Department of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A: Av. Del Camino de Santiago 40, 28050 Madrid; or e-mail at protecciondedatos@fcc.es. In the event of reasonable doubt as to the identity of the data subject, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. may request additional information. Similarly, users may lodge a complaint with the Spanish Data Protection Agency, in accordance with the provisions of the applicable regulations, in the event that they consider that their rights have been violated or are not being attended to.
