



## FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

### RULES OF OPERATION OF THE ELECTRONIC SHAREHOLDERS' FORUM

#### **1. Introduction**

Pursuant to the provisions of Articles 539.2 of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010 (hereinafter, the "**Capital Companies Act**") and 28 of the Regulations of the General Shareholders' Meeting of **FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A.** (hereinafter, "FCC"), the Board of Directors **approves** these Rules of Operation of the Electronic Shareholders' Forum of FCC (hereinafter, the "Forum"), which will be set up on the FCC's website. (hereinafter, "FCC"), the Board of Directors of FCC approves these Rules of Operation of the FCC Electronic Shareholders' Forum (hereinafter, the "**Forum**"), which will be available on FCC's website ([www.fcc.es](http://www.fcc.es)) on the occasion of the call and until the holding of each General Shareholders' Meeting.

#### **2. Forum Operating Rules**

These operating rules regulate the Forum's availability on FCC's website, its availability to FCC's shareholders and any voluntary associations that may be formed in accordance with current legislation, as well as the guarantees, terms and conditions of access 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 "Cookies Policy" for access and use (hereinafter, the "**Terms of Access and Use**") of the FCC website ([www.fcc.es](http://www.fcc.es)), which shall be fully applicable to both access and use of the Forum, in all matters not modified 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 Conditions of Access and Use and these Rules of Operation, without prejudice to the provisions of law.

#### **3. Acceptance of the Forum Rules of Operation**

Registration as a user of the Forum (hereinafter, the "**Registered User**") and access to and/or use of the Forum constitutes full and unreserved acceptance of the terms and conditions of the Operating Rules and the current version of the Terms of Access and Use of the FCC website ([www.fcc.es](http://www.fcc.es)).

FCC shall be considered the Moderator of the Forum (hereinafter, the "**Moderator**") under the conditions and with the powers provided for in these Operating Rules, reserving the power of interpretation in case of doubt or discrepancy in the use of the same.



#### **4. Aim and purpose of the Forum**

The Forum is set up for the exclusive purpose of facilitating communication among FCC shareholders on the occasion of the call to and until the holding of each General Shareholders' Meeting.

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

- Proposals intended to be presented as a complement to the Agenda announced in the notice of the General Shareholders' Meeting. In no case may this right be exercised with respect to the call of Extraordinary General Meetings.
- Requests for adherence to these proposals.
- Initiatives to reach a sufficient percentage for the exercise of a minority right provided by law.
- Offers or requests for voluntary representation.

In no shall the publication in the Forum alone of a supplementary proposal to the Agenda imply acceptance thereof or, consequently, the modification of 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, the "**CNMV**") pursuant to Article 539.4 of the Capital Companies Act and other implementing regulations.

In order to access and use the Forum, shareholders and voluntary associations of shareholders must register as a "Registered User" by completing the corresponding Forum Registered User registration form, proving their identity and status as an FCC shareholder or voluntary association of shareholders duly constituted and registered with the CNMV, in the manner indicated in the aforementioned form.

In the case of shareholders who are legal entities and voluntary associations of shareholders, the representation of the person seeking access to the Forum must be justified in the registration form, in the manner established therein.

Access to and use of the Forum by Registered Users are conditional upon maintaining at all times the status of shareholder of FCC, in accordance with the applicable regulations, or of voluntary association of shareholders duly constituted and registered. If FCC, as moderator of the Forum, should at any time have reasonable doubts as to the compliance with these conditions by any Registered User, it may require him/her to accredit the maintenance of such conditions, and may request the provision of any information or information that it deems necessary.



documents deemed appropriate for the verification of the points set forth herein.

The Moderator may require additional information and suspend or terminate Registered Users who do not meet the above conditions.

Communications made by shareholders who lose such status (hereinafter, former shareholders) prior to the holding of the corresponding General Meeting shall automatically lapse, as well as communications related or linked to the aforementioned.

## **6. Access to the Forum and publication 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 published therein.

The Forum is only intended for the publication of communications made by Registered Users in relation to the matters indicated in the section "Object and Purpose of the Forum" and is not a mechanism for electronic conversation between Registered Users or a place for virtual debate.

Therefore, the Moderator shall only include in the Forum the communications that are appropriate in accordance with the law and FCC's corporate governance rules, and therefore, comments on such communications shall not be published in the Forum.

### **6.2. Publication of communications in the Forum**

Any Registered User may send communications on any of the matters indicated in section 4 above, "Object and Purpose of the Forum".

Communications will be sent exclusively in text format and, once published, will be accessible by any other Registered User.

Communications made by Registered Users are made on a personal basis and, except in the case of legitimate shareholders' associations, communications received from shareholders' representatives, shareholders groups and pacts, depositary entities, financial intermediaries and other persons acting on behalf of or in the interest of the shareholders will not be published.

The submission of communications must be made using the forms available for this purpose in the Forum, which shall include:

- Identification of the Registered User making the communication.



- Statement of the communication, indicating precisely the content of the initiative.
- Succinct justification of the communication.

The Moderator shall include in any communication requested by a Registered User, the identification (name and surname, in the case of individuals, corporate name, in the case of legal entities, and name and registration number in the CNMV register, in the case of shareholder associations and, in the last 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 published in the Forum shall include the identification of the Registered User who formulates it (whether natural person, legal entity or association of shareholders), in the terms and extent indicated in the preceding paragraph, with an indication of the date and time of insertion.

By formulating a communication it is understood that the Registered User responsible for the same declares and guarantees that its content is lawful and in accordance with the law, these Operating Rules and the requirements of good faith, that he/she has all the necessary authorizations and permissions to formulate such communication and that it does not violate any rights of third parties.

The Moderator may verify the conformity of the communications that are intended to be made with the legal system, with these Rules of Operation and with the requirements of good faith and may deny the incorporation to the Forum, or withdraw from the same, any communication that he considers that it is not in accordance with these principles. Likewise, it will be able to answer any communication formulated by the Registered Users across the email address facilitated by the Registered User or by means of any other way of communication that it considers suitable.

### **6.3. Content of communications**

Any use of the Forum by Registered Users must be made in full compliance with the laws in force, in accordance with the purpose of the Forum in accordance with section 4 above, "Object and purpose of the Forum", and with respect for the requirements of good faith. Consequently, it is expressly prohibited, by way of example:

- Violate the rights, property and legitimate interests of FCC, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honor, fame and privacy, protection of personal data and any other legal property, rights or protected interests.
- Enter information or personal data of third parties without the informed consent of its owner or by impersonating its identity.



- Incorporate discriminatory, racist, sexist, violent, xenophobic or, in any way, vexatious or offensive content or expressions.
- Incorporate any type of material that is inappropriate or contrary to the requirements of good faith.
- Providing information of any kind aimed at the commission of criminal, civil or administrative offenses.
- Carry out any actions (or provide information to third parties) to avoid the technical restrictions that may be associated with the various media or programs of the Forum in order to prevent unauthorized use.
- Include content or material without due authorization from the holders of the intellectual or industrial property rights of such material or content.
- Damage, disable, overload or impair the operation of the Forum or the computer equipment of FCC, other Registered Users or third parties, as well as the documents, files and all content stored on such computer equipment (hacking) and prevent the normal use of the Forum by other Registered Users.

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

Any Registered User who becomes aware that any content of the Forum, or provided through it, is contrary to the law, the rules set out in these Operating Rules or the requirements of good faith, may bring it to the attention of the Moderator through the contact mailbox referred to in the section "Contact mailbox" (section 11 of these Rules), without this entailing any liability for FCC, even in the case of not taking any action in this regard.

The Registered Users undertake to use the Forum diligently, correctly and in accordance with the legal system, these Operating Rules and the requirements of good faith and in accordance with its purpose, in accordance with section 4 above, "Object and purpose of the Forum".

#### **6.4. Elimination of communications after the General Meeting**

At 11:59 p.m. on the day prior to the holding of the General Shareholders' Meeting on first call, the Forum opened on the occasion of its call shall be closed, and the Moderator reserves the right to eliminate and delete all communications contained therein.

### **7. Scope of the Forum**

The Forum does not constitute a communication channel between FCC and Registered Users.



By virtue thereof, no communication made or published in the Forum may in any case be understood as a notification to FCC for any purpose and, in particular, for the purpose of exercising any right held by the Registered Users, individually or collectively, nor supplant the legal requirements and FCC's corporate governance rules for the exercise of any rights or the development of the initiatives and actions of the shareholders.

All rights and powers that shareholders wish to exercise must be exercised through the legally established instruments, in accordance with the provisions of the law and FCC's corporate governance rules, without the Forum being, under any circumstances, a valid instrument for such purposes.

## **8. Moderator's responsibility**

### **8.1. Scope of FCC's liability**

FCC is not responsible for the accuracy, truthfulness, validity, legality or relevance of the communications submitted by Registered Users, nor for the communications finally published in 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 virtue of the access and/or use of the Forum, each Registered User declares to be aware and accepts that the use of the Forum takes place, in any case, under his/her sole and exclusive responsibility.

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

### **8.2. Contents**

Any Registered User may send communications on any of the matters indicated in section 4 above, "Object and Purpose of the Forum".

The Moderator has the power, but not the obligation, to control the use of the Forum and its contents, which are 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, as well as remove content when the cases provided for in these Operating Rules occur.

Registered Users shall be liable for any damages that may be suffered by FCC, another Registered User or any other third party as a result of accessing and/or



use of the Forum (including, in particular, the formulation of communications) in breach of any provision of the regulations in force, of these Operating Rules and of the requirements of good faith.

## **9. Absence of license**

FCC authorizes Registered Users to use the intellectual and industrial property rights relating to the computer application installed on the FCC server, or of a third party that executes the services that make up the Forum, only to use them for the purposes set forth in section 4 above "Object and Purpose of the Forum", and according to the terms and conditions set forth in these Operating Rules.

The Registered User shall refrain from obtaining, or attempting to obtain, access to and use of the Forum and its contents by means or procedures other than those which in each case have been made available or indicated for that purpose.

FCC does not grant any kind of license or authorization of use of any kind on its intellectual and industrial property rights or on any other property or right related to the Forum other than that provided for in the preceding paragraph.

## **10. Cost of use**

Access to and use of the Forum by Registered Users is free of charge, without prejudice to the cost incurred by each Registered User for the connection through the telecommunications network supplied by the access provider contracted by such User, which shall be borne exclusively by such User.

## **11. Contact mailbox**

Registered Users who have suggestions or proposals on the improvement of the Forum, who require technical assistance, who wish to make complaints about content that does not comply with these Operating Rules may contact the FCC e-mail address that will be provided for this purpose in the Forum. The purpose this mailbox is the attention to the Registered User and the improvement of the quality of the Forum, without implying any control or responsibility of the Moderator.

## **12. Security and protection of personal data**

The personal data provided by Registered Users by completing the "Application for registration in the Electronic Shareholders' Forum" form and/or using the contact mailbox specified in the previous section, or that are generated as a result of the use of the Forum will be processed, mediating both the legitimate interest of the data controller and the legal obligation of Article 539 of the Capital Companies Act, by FCC (Controller) for the following purposes:



- To establish, manage and supervise the operation of the Forum in accordance with the provisions of these Operating Rules and applicable regulations.
- To attend to suggestions or proposals on the improvement of the Forum, possible technical assistance, improvement of the quality of the Forum, as well as complaints about content that does not comply with these Operating Rules.

The data may be processed by third parties - service providers for the maintenance and management of the platform / electronic forum, who will act as data processors. Only in the event that the content of the communication may be susceptible to administrative and/or judicial action, the data may be communicated to the competent authorities for the investigation, investigation and punishment of the fact, based on the fulfillment of legal obligations.

With respect to the data of third parties contained in the communications, the Registered User guarantees to have informed them of the terms and purposes described above and to have obtained their authorization to make such communication.

The Registered User may exercise the right of access, rectification, suppression, limitation, opposition and portability, by sending a communication to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Av. del Camino de Santiago, 40, 28050 Madrid) with the reference "Data Protection" or contact directly the Data Protection Officer of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. at the following address: [protecciondedatos@fcc.es](mailto: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. Likewise, a complaint may be filed with the Spanish Data Agency, in accordance with the provisions of the applicable regulations, in the event that you consider that your rights have been violated or are not being attended to.

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