



## **Rules of the Electronic Shareholder Forum**

### **1. Introduction**

In accordance with the provisions of article 539.2 of the Capital Companies Act, with the wording given by the Law 31/2014, of 3 December, which modifies the Capital Companies Act improving corporate governance, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S. A. (hereafter "FCC") approves these Rules of the Electronic Shareholder Forum of FCC (hereafter the "Forum") which will be established on the Company's website ([www.fcc.es](http://www.fcc.es)) on the occasion of the notice of the General Meeting of Shareholders and until the Meeting is held.

### **2. Rules of the Forum**

These rules govern the establishment of the Forum on FCC's website, its availability to shareholders of FCC and to any voluntary associations that may be created in accordance with the current legislation, and the guarantees, terms and conditions relating to access and use of same.

With respect to the Forum, these Rules supplement the "General Conditions" of access and use (hereafter "Conditions of Access and Use") of the FCC website ([www.fcc.es](http://www.fcc.es)), which will apply in full to both the access to and use of the Forum in all aspects except where amended by, or incompatible with, the content of these Rules.

FCC reserves the right, at any time and without prior notice, to change the presentation, configuration, operation and content of the Forum, the Conditions of Access and Use and these Rules without prejudice to the provisions of the law.

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

Registration as a user of the Forum (hereafter, "Registered User") and access to and/or use of same will entail full and unreserved acceptance of the terms and conditions of the Rules and of the current version of the Conditions of Access and Use of the website of FCC ([www.fcc.es](http://www.fcc.es)).

FCC will be the Moderator of the Forum (hereafter "Moderator") in the conditions and with the powers provided in these Rules, and it reserves the right to interpret them in the event of any doubt or dispute in the use thereof.

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

The Forum is established for the sole purpose of facilitating communication between shareholders of FCC from the time that notice is given of the General Meeting of Shareholders up until the time that it is held.

Accordingly, Registered Users may submit for publication in the Forum messages relating solely to the following matters:





- Proposals for supplements to the agenda announced in the notice of the General Meeting of Shareholders.
- Requests for support for such proposals.
- Initiatives to attain a sufficient percentage in order to exercise minority shareholder rights as provided by law.
- Offers of, and requests for, proxies.

In accordance with article 519 of the Capital Companies Act, with the wording given by the Law 31/2014, of 3 December, shareholders that submit for publication proposals for supplements to the agenda announced in the notice of the General Meeting of Shareholders, including one or different items, will have to represent at least three percent of the company's share capital.

This right will have to be exercised within the following five days of the General Meeting of Shareholders notice publication by due notification which is to be sent to:

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

General Secretariat

Avenida Camino de Santiago, 40 – 28050 Madrid, Spain

Equally, shareholders representing the same percentage can put forward, in the mentioned period and manner, proposals for supplements of items already included in the agenda or that should be included.

In no event will the mere publication in the Forum of a proposal to supplement the agenda entail acceptance of same or, consequently, an amendment of the agenda published in the notice of the General Meeting of Shareholders.

#### **5. Registered users**

Access to and use of the Forum is reserved solely for shareholders of FCC and for voluntary associations of shareholders validly established and registered in the special register created by the National Securities Market Commission (hereafter "CNMV") in accordance with Article 539.4 of the Consolidated Text 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 pertinent Registered Forum User form, accrediting the applicant's identity and standing as a shareholder of FCC or a voluntary association of shareholders duly established and registered with the CNMV as set out in that form.





In the case of a shareholder that is a legal person or a voluntary association of shareholders, their representative must provide evidence of his/her standing as such in order to access the Forum.

Access and use of the Forum by Registered Users is conditional at all times upon retaining the status of shareholder of FCC in accordance with the applicable regulations or of a duly established and registered voluntary association of shareholders.

If at any time FCC, in its capacity as Forum Moderator, has any reasonable doubt about the compliance with these conditions by any Registered User, it may demand that the User provide evidence that it meets those conditions, and may request the provision of such information or documentation as may be considered appropriate in evidence of the conditions provided herein.

The Moderator may demand additional information from, and suspend or cancel the account of, any Registered Users who, in the Moderator's opinion, fail to fulfill those conditions.

Communications made by shareholders who subsequently cease to be shareholders prior to the corresponding General Meeting (hereafter "former shareholders") will be removed automatically, as will any messages relating to or linked to them.

## **6. Access to the Forum and publication of messages**

### **1. Right to access the Forum**

All Registered Users will have access to the Forum and may view the messages posted there.

The Forum's sole purpose is to publish the messages posted by Registered Users in relation to the matters listed under "Object and purpose of the Forum" and it is not a mechanism for electronic conversations between Registered Users or a virtual debating chamber.

Therefore, the Moderator will only publish in the Forum messages which are appropriate pursuant to law and the FCC rules of Corporate Governance; comments on such messages will not be published.

### **2. Publication of messages in the Forum**

Any Registered User may file messages on any of the matters set out in section 4 above (Object and Purpose of the Forum).

Messages must be submitted in text only format and, once published, may be viewed by all other Registered Users.

Messages by Registered Users are posted on a personal basis and, with the exception of legitimate shareholder associations, messages received from shareholders' representatives, shareholder groups and alliances, depositories, financial intermediaries, and other parties acting on behalf or in the interests of shareholders will not be published.



Messages for publication must be submitted using the forms provided for this purpose in the Forum, which will include:

- Identity of the Registered User sending the message.
- Text of the message, indicating concisely the content of the initiative.
- Succinct justification for the message.

To all messages filed by Registered Users, the Moderator will add their identity (full name, in the case of natural persons; legal name, in the case of legal persons; and name and registration number with the CNMV, in the case of shareholder associations; in the latter two cases, it will also indicate the identity of the representative and, in all cases, the e-mail address and any information that was requested in the registration form).

Any communication published in the Forum must include the identification of the Registered User who files it (whether a natural person, legal person or shareholder association), in the terms and extent indicated in the preceding paragraph, stating the date and time of posting.

When a Registered User posts a message, they are deemed to accept liability for it and to warrant that its content is lawful and in accordance with the law and these Rules and in good faith, that he/she has all the necessary permits and permission to post such a message, and that it does not violate any rights of third parties.

The Moderator may check that any message which is filed complies with the law and these Rules and that it is made in good faith; the Moderator may refuse to post in the Forum, or delete from it, any message which it considers does not conform to these principles. The Moderator may also answer any message made by Registered Users to the e-mail address provided by the Registered User or by any other means of communication it deems appropriate.

### **3. Content of messages**

Registered Users must use the Forum in full compliance with current legislation, with the object and purpose of the Forum as set out in section 4 above (Object and Purpose of the Forum), and in good faith.

Consequently, conduct expressly prohibited on the Forum includes, but is not limited to, the following:

- Any attack on the legitimate rights, assets or 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 their personal data, and any other legal assets, rights, or interests protected by law.

- The posting of personal data or information belonging to third parties without the informed consent of the owner, and identity theft.
- The posting of content or statements which are discriminatory, racist, sexist, violent, xenophobic, or otherwise degrading or offensive.
- The posting of any material that is inappropriate or not in good faith.
- The provision of information of any kind aimed at the commission of criminal, civil, or administrative offences.
- The performance of any action (or the supply of information to third parties) that makes it possible to evade technical restrictions placed on the Forum's platforms or programmes for the purpose of preventing unauthorised use.
- The posting of content or material without the necessary authorisation of the owners of the intellectual or industrial property rights to such content or material.
- Damaging, disabling, overloading, or hampering the running of the Forum or the computer systems of FCC, other Registered Users, or third parties, as well as the documents, files, and any content stored on such computer systems (hacking), and preventing the normal use of the Forum by other Registered Users.

The posting of any kind of publicity or advertising by Registered Users is absolutely forbidden.

Any Registered User who becomes aware that content that is available on, or supplied through, the Forum is unlawful or in violation of the Rules or not in good faith may notify the Moderator through the contact e-mail mailbox referred to in the "Contact e-mail" section (section 12 of these Rules), but this will not entail any liability for FCC even if it does not take any action in this regard.

Registered Users undertake to use the Forum diligently, properly, and in compliance with the Law and these Rules and in good faith, in accordance with the purpose of the Forum as described in section 4 above (Object and Purpose of the Forum).

#### **4. Deletion of messages following the General Meeting**

At 00.00 hours on the date of the General Meeting of Shareholders, the Electronic Shareholder Forum that was opened at the time of giving notice of the Meeting will be closed, and the Moderator reserves the right to remove and delete all messages contained in the Forum.

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

The Forum is not a channel for communication between FCC and Registered Users.

Accordingly, under no circumstances will any message sent or published in the Forum be deemed to constitute service of notice on FCC for any purpose, particularly for the exercise of any rights



possessed by the Registered Users, whether individually or collectively, and it will not be deemed to fulfill the requirements of the law or of FCC's Corporate Governance rules for the exercise of any rights or the implementation of any shareholder initiative or action.

Any rights or powers that the shareholders wish to exercise must be exercised through the instruments established by law, in accordance with the provisions of the law and the FCC Corporate Governance rules, and the Forum will not, under any circumstances, be a valid instrument for this purpose.

## **8. Moderator's liability**

### **1. Extent of the liability of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.**

FCC accepts no liability for the accuracy, truthfulness, currency, lawfulness or relevance of the messages filed by Registered Users or of the messages that are finally published in the Forum, or for the opinions which Registered Users express in such messages.

FCC will accept liability only for its own services and the content directly originated by it and identified with its copyright as a brand or intellectual or industrial property of FCC.

By accessing and/or using the Forum, Registered Users acknowledge and accept that use of the Forum is, at all times, at their sole and exclusive liability.

The Moderator reserves the right not to publish messages from Registered Users in the Forum and to expel Registered Users from the Forum where their behaviour departs from these Rules.

### **2. Content**

Any Registered User may file messages on any of the matters set out in section 4 above (Object and Purpose of the Forum).

The Moderator has the power, but not the obligation, to oversee the use of the Forum and its content, which is the sole responsibility of the Registered Users who post it. In any event, the Moderator may establish tools for filtering and moderating the content of messages and may remove content in the cases provided in these Rules.

Registered Users will be liable for any damage caused to FCC, other Registered Users or any third party as a result of their access to and/or use of the Forum (including, in particular, the posting of messages) where this is in violation of the current legislation, these Rules or good faith.

## **9. Absence of licence**

FCC authorises Registered Users to use the intellectual and industrial property rights relating to the software application installed on the server of FCC or of a third party that provides the features comprising the Forum solely for the purposes envisaged in section 4 above (Object and purpose of the Forum) and in accordance with the terms and conditions set out in these Rules.



Registered Users may not obtain, or attempt to obtain, access and use of the Forum by means or procedures other than those provided or indicated for this purpose in each case.

FCC does not grant any kind of licence or authorisation of any type for the use of its intellectual or industrial property rights or any other property or rights in relation to the Forum except as provided 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 to the Registered User of the connection via the telecommunications network provided by the access provider with which the User has a contract, which will be borne exclusively by the User.

#### **11. Contact e-mail**

Registered Users who have suggestions or proposals for the improvement of the Forum, who require technical assistance, or who wish to report content that is in violation of these Rules may send an e-mail to the e-mail address of the Company indicated for this purpose in the Forum. The purpose of that e-mail address is to provide service to Registered Users and to improve the Forum's quality, without entailing any oversight or liability on the part of the Moderator.

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

The personal data provided by Registered Users when they fill in the application form for Registered Users of the Electronic Shareholder Forum and/or when they use the contact mailbox specified above, or personal data generated as a result of using the Forum shall be processed by FCC, S.A. (Data Controller), either for a legitimate interest or in compliance the legal obligation specified in Article 539 of the Corporate Enterprises Act, for the following purposes:

- Establish, manage and oversee the Forum's operation as per the provisions in these Operation Rules and the applicable regulations.
- Handle suggestions or proposals for improving the Forum, any potential instances of technical assistance, the Forum's quality improvement and any reported cases of content breaching these Operation Rules.

The data may be processed by third parties that provide maintenance and management services for the platform/Electronic Forum. Only when the content may be subject to administrative and/or court proceedings may the data be disclosed to the competent authorities for investigation, enquiry and confirmation of the facts.





By filling in the registration form and/or sending emails to the Contact Mailbox, Registered Users expressly consent to the use, processing and publication of their personal data and Forum posts for the purpose described in the first section.

For the data of third parties included in messages, Registered Users guarantee that they have informed the affected third parties of the terms and purposes described above and have received their permission to convey their data.

Registered Users may exercise their rights of Access, Rectification, Erasure, as well as their right to Object and any other rights laid down in the applicable regulations, by sending a letter with the reference "Protección de Datos" (Data Protection) and a photocopy of the data subject's ID document to the Departamento de Seguridad de la Información de FCC, S.A C/ Federico Salmón, 13. 28016. Madrid; or by contacting [protecciondedatos@fcc.es](mailto:protecciondedatos@fcc.es).

