

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE APPOINTMENT OF MR GERARDO KURI KAUFMANN AS EXECUTIVE DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

Likewise, the sixth section of said article establishes that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company' or 'FCC'), at its meeting on [•] of [•] of 2019, unanimously agreed to submit to the Company Board of Directors the following Report, in accordance with the provisions of the aforementioned article 529 decies section 6 of the Spanish Limited Liability Companies Law and article 16 of the Rules of the Board of Directors, regarding the proposal for the re-election of Mr Gerardo Kuri Kaufmann as executive director.

Likewise, in accordance with article 18 of the Rules of the Company Board of Directors, prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report in which the quality of work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of Mr GERARDO KURI KAUFMANN as a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: Performance in the position of executive director; dedication to the position; and effective performance of assigned duties.

Likewise, the Appointments and Remuneration Committee appreciates that the CV and business background of Mr GERARDO KURI KAUFMANN show that he has the necessary skills, experience and merits to carry out the position of executive director, having up to now held this position with diligence and loyalty to the Company.

Therefore, the Appointments and Remuneration Committee unanimously agrees to give a favourable report regarding the proposal for the appointment of Mr GERARDO KURI KAUFMANN as a member of the Company Board of Directors in the executive category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF MR ALEJANDRO ABOUMRAD GONZÁLEZ AS PROPRIETARY DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

Likewise, the sixth section of said article establishes that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), at its meeting on [•] of [•] 2019, unanimously agreed to submit the following Report to the Company Board of Directors, in accordance with the provisions of the aforementioned article 529 decies 6 of the Spanish Limited Liability Companies Law, relating to the proposal for the re-election of Mr ALEJANDRO ABOUMRAD GONZÁLEZ as proprietary director on behalf of the major shareholder CONTROL EMPRESARIAL DE CAPITALES, S.A. de C.V.

Likewise, in accordance with article 18 of the Rules of the Company Board of Directors, prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report in which the quality of work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of Mr ALEJANDRO ABOUMRAD GONZÁLEZ as a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of his work; and dedication to the position.

And therefore, the Appointments and Remuneration Committee unanimously agrees to give a favourable report regarding the proposal for the re-election of Mr ALEJANDRO ABOUMRAD GONZÁLEZ as a member of the Company Board of Directors in the proprietary category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF INMOBILIARIA AEG SA DE CV AS A PROPRIETARY DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

Likewise, the sixth section of said article establishes that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), at its meeting on [•] of [•] 2019, unanimously agreed to submit to the Company Board of Directors the following report, in accordance with the provisions of the aforementioned article 529 decies 6 of the Spanish Limited Liability Companies Law, relating to the proposal for re-election of INMOBILIARIA AEG SA DE CV as a proprietary director representing the significant shareholder CONTROL EMPRESARIAL DE CAPITALES, S.A. de C.V.

Likewise, in accordance with article 18 of the Rules of the Company Board of Directors, prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report in which the quality of work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the actions of INMOBILIARIA AEG SA DE CV as a member of the Company Board of Directors since its appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of his work; and dedication to the position.

Likewise, the Appointments and Remuneration Committee appreciates that the CV and business background of Mr Carlos Slim Helú (person proposed by INMOBILIARIA AEG SA DE CV as its individual representative on the Board of the Company in the event that its re-election is approved by the General Meeting), show that he has the skills, experience and merits to hold the position of individual representative for INMOBILIARIA AEG SA DE CV, having held this position up to this moment with diligence and loyalty to the Company.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to give a favourable report regarding the proposed re-election of INMOBILIARIA AEG SA DE CV (represented by Mr Carlos Slim Helú) as a member of the Company Board of Directors, in the proprietary category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF DOMINUM DIRECCIÓN Y GESTIÓN, S.A. AS PROPRIETARY DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

Likewise, the sixth section of said article establishes that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), at its meeting on [•] of [•] 2019, unanimously agreed to submit the following Report to the Company Board of Directors, in accordance with the provisions of the aforementioned article 529 decies 6 of the Spanish Limited Liability Companies Law, relating to the proposal for the re-election of DOMINUM DIRECCIÓN Y GESTIÓN, S.A. as proprietary director on behalf of this company as major shareholder.

Likewise, in accordance with article 18 of the Rules of the Company Board of Directors, prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report in which the quality of work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of DOMINUM DIRECCIÓN Y GESTIÓN, S.A. as a member of the Company Board of Directors since its appointment has been very satisfactory in all its aspects: Performance in the position of director; the quantity and quality of their work; and dedication to the position as well as favouring diversity in the composition of the Board of Directors.

Likewise, the Appointments and Remuneration Committee appreciates that the CV and business background of Mrs Carmen Alcocer Koplowitz (person proposed by DOMINUM DIRECCIÓN Y GESTIÓN, S.A. as its individual representative on the Board of the Company in the event that its re-election is approved by the General Meeting), show that she has the skills, experience and merits appropriate for to act as the individual representative of the director DOMINUM DIRECCIÓN Y GESTIÓN, S.A., having held this position up to this moment with diligence and loyalty to the Company.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to give a favourable report regarding the proposed re-election of DOMINUM DIRECCIÓN Y GESTIÓN, S.A. (represented by Mrs Carmen Alcocer Koplowitz) as member of the Company Board of Directors, in the proprietary category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF SAMEDE INVERSIONES 2010, S.L. AS PROPRIETARY DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

Likewise, the sixth section of said article establishes that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

For these purposes, the Appointments and Remuneration Committee of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), at its meeting on [•] of [•] 2019, unanimously agreed to submit the following Report to the Company Board of Directors, in accordance with the provisions of the aforementioned article 529 decies 6 of the Spanish Limited Liability Companies Law, relating to the proposal for the re-election of SAMEDE INVERSIONES 2010, S.L. as proprietary director on behalf of this company as major shareholder.

Likewise, in accordance with article 18 of the Rules of the Company Board of Directors, prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report in which the quality of work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of SAMEDE INVERSIONES 2010, S.L. as a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of their work; and dedication to the position as well as favouring diversity in the composition of the Board of Directors.

Likewise, the Appointments and Remuneration Committee appreciates that the CV and business background of Mrs Esther Koplowitz Romero de Juseu (person proposed by SAMEDE INVERSIONES 2010, SL as its individual representative in the Board of the Company in the event that her re-election is approved by the General Meeting), show that she has the right skills, experience and merits to act as individual representative of the director SAMEDE INVERSIONES 2010, S.L., having held this position up to this moment with diligence and loyalty to the Company.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to give a favourable report regarding the proposed re-election of SAMEDE INVERSIONES 2010, S.L. (represented by Mrs Esther Koplowitz Romero de Juseu) as member of the Company Board of Directors, in the proprietary category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF MR MANUEL GIL MADRIGAL AS AN INDEPENDENT DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

For these purposes and in accordance with article 18 of the Rules of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report assessing the quality of the work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of Mr MANUEL GIL MADRIGAL as a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of his work; and dedication to the position.

Likewise, it appreciates that the CV and business background of Mr MANUEL GIL MADRIGAL, show that he has the skills, experience and merits to hold the position of independent director.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to propose the re-election of Mr MANUEL GIL MADRIGAL as a member of the Company Board of Directors, in the independent category for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF MR ALVARO VAZQUEZ DE LAPUERTA AS INDEPENDENT DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

For these purposes and in accordance with article 18 of the Rules of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report assessing the quality of the work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of Mr ALVARO VAZQUEZ DE LAPUERTA a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of his work; and dedication to the position.

Likewise, it appreciates that the CV and business background of Mr ALVARO VAZQUEZ DE LAPUERTA, show that he has the skills, experience and merits to hold the position of independent director.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to propose the re-election of Mr ALVARO VAZQUEZ DE LAPUERTA as a member of the Company Board of Directors, with the status of independent for the statutory period of four years.

Madrid, 21 March 2019

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF MR HENRI PROGLIO AS AN INDEPENDENT DIRECTOR

Article 529 decies section 4 of the Spanish Limited Liability Companies Law establishes that the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent directors, and to the Board itself, in the other cases.

For these purposes and in accordance with article 18 of the Rules of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the 'Company'), prior to any re-election of Directors that is submitted to the General Meeting, the Appointments and Remuneration Committee must issue a report assessing the quality of the work and dedication to the position of the Proposed Directors during the previous term.

In this regard, the Appointments and Remuneration Committee believes that the performance of Mr HENRI PROGLIO as a member of the Company Board of Directors since his appointment has been very satisfactory in all its aspects: performance in the position of director; the quantity and quality of his work; and dedication to the position.

Likewise, it appreciates that the CV and business background of Mr HENRI PROGLIO, show that he has the skills, experience and merits to hold the position of independent director.

Based on the foregoing, the Appointments and Remuneration Committee unanimously agrees to propose the re-election of Mr HENRI PROGLIO as a member of the Company Board of Directors, in the independent category for the statutory period of four years.

Madrid, 21 March 2019

Annex: Professional profiles of directors

Alejandro Aboumrad González.

Industrial Engineer from the University of Anáhuac (Mexico), Mr Aboumrad González, has worked in subsidiaries and companies related to Grupo Carso during the last 14 years, of which five years he worked at Grupo Financiero Inbursa in the area of Project Evaluation and Risk Assessment.

He is member of the board of directors of Inmuebles Carso, S.A.B. de C.V. and Minera Frisco, S.A.B. de C.V., holding the post of General Manager with the latter. He is a director of Cementos Portland Valderrivas, S.A. on behalf of Inmobiliaria AEG, S.A. de C.V.

Carmen Alcocer Koplowitz (DOMINUM DIRECCIÓN Y GESTIÓN, S.A.)

Graduate in Law from the Francisco de Vitoria University of Madrid, Mrs Carmen Alcocer Koplowitz., is a director of FCC, S.A.

She is present on the Board of Directors of Cementos Portland Valderrivas, S.A., representing Meliloto, S.L. She is a board member of the Esther Koplowitz Foundation.

Gerardo Kuri Kaufmann.

Industrial Engineer from the University of Anáhuac (Mexico), Mr Gerardo Kuri Kaufmann from 2008 to 2010 served as Purchasing Director of Carso Infraestructuras y Construcción, S.A.B. de CV. From the incorporation of Inmuebles Carso, S.A.B de C.V., he has been in charge of its General Management.

He is a member of the board of directors of Minera Frisco SAB. de C.V., Elementia, S.A., Philip Morris México, S.A. de C.V. and Inmuebles Carso, S.A.B de C.V.

He is the CEO of Cementos Portland Valderrivas, S.A. and Realia Business, S.A.

Manuel Gil Madrigal.

He holds a degree in Law and Business Sciences (E-3) by ICADE, Mr Manuel Gil Madrigal is a founding partner of the company Tasmania Gestión. In 2000 he was also founder of the financial company N+1 and has been a board member of Ezentis, Funespaña, General de Alquiler de Maquinaria (GAM) and Campofrío, among other companies. During his career he has also been director of Capital Markets for AB Asesores Bursátiles, partner of Morgan Stanley and auditor of Arthur Andersen.

Mr Carlos Slim Helú (INMOBILIARIA AEG SA DE CV)

Mr Carlos Slim Helú is a Civil Engineer from the National Autonomous University of Mexico (UNAM). Founder of Grupo Carso, S.A.B. de CV., as well as of Teléfonos de México (Telmex), América Móvil and Grupo Financiero Inbursa; founder of Inversora bursátil.

He has been Vice-President of the Mexican Stock Exchange and President of the Mexican Association of Brokerage Houses. He was the first Chairman of the Latin American Committee of the New York Stock Exchange Board of Directors.

He is currently Chairman of the Board of Directors of Carso Infraestructuras y Construcción (CICSA), Minera Frisco and President of Fundación Carlos Slim de la Educación, A.C. and Fundación Telmex, A.C. Additionally, he is a member of the Board of Directors of Inmuebles Carso, Ideal and Trustee of the Banking Foundation 'La Caixa'.

Esther Koplowitz Romero de Juseu (SAMEDE INVERSIONES 2010, S.L.)

SAMEDE INVERSIONES 2010, S.L. has held the position of director of the Company since 13 April 2015, having been its individual representative. Esther Koplowitz Romero de Juseu. Shareholder of FCC, S.A. through the company Dominum Dirección y Gestión, S.A., Mrs Esther Koplowitz Romero de Juseu is a member of the Board of Directors of FCC, S.A., and First Vice-President of the Company.



She holds a degree in Philosophy and Arts from the University of Madrid; she has developed her business experience in the international field as a Director of Veolia and Vivendi.

She is Founder and President of the Esther Koplowitz Foundation, from which she devotes special interest to the development of important projects for the most needy.

For her great social and entrepreneurial work, she has been awarded, among many other accolades, the Grand Cross of Civil Merit, the Gold Medal of the Region of Madrid, the Gold Medal and the title of Academic of Honour of the Royal Academy of History, the distinction of Honorary Citizen by the Valencia City Council, the City of Barcelona Coat of Arms, the Business Leader of the Year award, granted by the Spanish Chamber of Commerce in the USA, the Blanquerna Prize of the Generalitat of Catalonia, Madrid Grand Cross of Healthcare, the Gold and Diamond Insignia of the Police Orphans Foundation, Légion d'Honneur of the French Republic and The Grand Cross of the Civil Order of Environmental Merit, awarded on 25 April 2013 by the Spanish Council of Ministers.

Álvaro Vázquez De Lapuerta.

He holds a degree in Law and Business Studies (E-3) by ICADE, Mr Álvaro Vázquez De Lapuerta is currently a partner of the firms Akiba Partners and Meridia Capital Partners. He was General Manager for Spain and Portugal at Dresdner Kleinwort, and CEO and head of Investor Relations at securities firm BBVA Bolsa. Previously he held various positions at JP Morgan in Mexico, New York, London and Madrid. He is a director of Cementos Portland Valderrivas, S.A.

Henri Proglío

A graduate of the HEC in Paris, Mr Henri Proglío is currently a director of Natixis Banque and Dassault Aviation. He has also been president of the energy giant Électricité de France (2009-2014) and Veolia Environnement (2003-2009), as well as a board member of FCC, Lagardère Group and Vinci, among other companies.