

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

SUPPLEMENT TO THE ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

In relation to the Ordinary General Meeting of Shareholders of Fomento de Construcciones y Contratas, S.A. (“**FCC**” or the “**Company**”) convened to be held at Torre Fira, Plaza Europa, 43, 08908, L’Hospitalet de Llobregat (Barcelona) at 4 p.m., on 28 June 2016 at an initial call and, if a sufficient quorum cannot be obtained, at the same place and time, on 29 June 2016, and whose announcement was published in the Expansión newspaper on 27 May 2016 and on the websites of the National Securities Market Commission (www.cnmv.es) and FCC (www.fcc.es), according to the provisions of Article 519 of the Consolidated Text of the Capital Company Law approved by Royal Legislative Decree 1/2010, of 2 July (“**Capital Company Law**”) and Clause 15 of the Articles of Association and Article 8 of the Rules of the General Meeting of Shareholders of the Company, it is hereby reported that, on 01 June 2016, a request of the shareholder Control Empresarial de Capitales, S.A. de C.V., holder of more than three per cent (3%) of the share capital of FCC, was received at the registered address of the Company, for the publication of a supplement to the announcement of the Ordinary General Meeting, whose text, which includes the new items of the Agenda, is reproduced below:

*"Acting on behalf and in representation of the shareholder Control Empresarial de Capitales, S.A. de C.V. (“**CEC**”) the owner of the Company shares representing three per cent (3%) of the share capital of this Company, as shown in the certificate issued by the custodian of the aforementioned securities which is attached to this document as Appendix I, and according to the provisions of (i) Article 519 of Royal Legislative Decree 1/2010 of 2 July approving the Consolidated Text of the Capital Company Law (“**LSC**”), (ii) Clause 15 of the Articles of Association of FCC, and (iii) Article 8 of the Rules of the General Meeting of Shareholders of the Company, the publication of a supplement to the Agenda of the Ordinary General Meeting of FCC is hereby requested, with the inclusion of the following:*

- (i) *In item Four relating to the amendment of the Articles of Association of the Company:*
- 1. A new item 4.5 which reads "Amendment of Clause 26 (Deliberation. Adopting Resolutions. Meeting Minutes)".*
 - 2. A new item 4.6 which reads "Amendment of Clause 27 (The Board of Directors)".*
 - 3. A new item 4.7 which reads "Amendment of Clause 28 (Composition)".*

- (ii) *In new item Five relating to the amendment of the Rules of the General Meeting of Shareholders of the Company, a new point 5.3 which reads "Amendment of Clause 23 (Adoption of Resolutions and announcement of the result)".*
- (iii) *In item Six relating to the appointment and/or re-election of Company directors:*
- 1. A new item 6.4 which reads "Appointment of Mr Antonio Gómez García as a director representing a controlling shareholder".*
 - 2. A new item 6.5 which reads "Appointment of Mr Alfonso Salem Slim as a director representing a controlling shareholder".*
 - 3. A new item 6.6 which reads "Appointment of Mr Miguel Ángel Martínez Parra as an Executive Director".*
- (iv) *In point Seven relating to the approval of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company:*
- 1. A new item 7.3, which reads "Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company, according to Article 230 of the Capital Company Law, as regards Mr. Antonio Gómez García".*
 - 2. A new item 7.4, which reads "Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company, according to Article 230 of the Capital Company Law, as regards Mr. Alfonso Salem Slim".*
 - 3. A new item 7.5, which reads "Approval, for any necessary purposes, of the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company, according to Article 230 of the Capital Company Law, as regards Mr. Miguel Ángel Martínez Parra".*

Furthermore, appended to this request as appendices II, III, IV and V are the corresponding justified proposed resolutions in relation to the items whose inclusion is being requested (which include the professional profile of the Directors whose appointment is being proposed), in accordance with the aforementioned Article 519 of the LSC"

The justified proposed resolutions established in Article 519 of the Capital Company Law are made available to the shareholders of FCC on the websites of the National Securities Market Commission (www.cnmv.es) and the Company (www.fcc.es).



Any shareholders that wish to exercise their voting right or right of representation may do so by using the methods and procedures indicated in the announcement of the General Meeting published on 27 May 2016.

In addition to what is indicated in the aforesaid announcement of the Ordinary General Meeting, for the purpose of the provisions of Articles 523 and 526 of the Capital Company Law, the shareholders are informed that some representatives of the shareholders may be concerned by a conflict of interest, especially as regards: (i) items 6.4., 6.5. and 6.6. of the Agenda in relation to any directors whose appointment is being proposed; and to (ii) items 7.3., 7.4. and 7.5. of the Agenda in relation to any directors in relation to whom there is a proposal for the exemption from the obligation of not carrying out activities that are effectively in direct competition with the Company In relation to the foregoing, if the represented party has not issued precise voting instructions, and unless expressly indicated otherwise, the representation will be deemed to be granted to the Secretary of the General Meeting of Shareholders.

Based on this supplement to the announcement, any shareholder may examine and obtain at the registered address, immediately and free of charge, the text of the proposed resolutions submitted by the shareholder that requests this supplement to the announcement as well as their justification.

The supplement to the announcement is hereby formally published, in accordance with the provisions of Article 519 of the Capital Company Law.

**06 June 2016 - The Chairwoman of the Board of Directors.
Signed: Esther Alcocer Koplowitz.**