

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

In accordance with the decision by the Board on 27 October 2009, notice is hereby given of a Special Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (FCC) to be held in Barcelona, at Hotel Barcelona Center, located in c/Balmes 103-105, Barcelona, at 13.00 hours on 30 November 2009, at first call and, in the event of there not being a quorum, on 1 December 2009 at second call, in order to discuss and, if appropriate, approve the items on the following

AGENDA

1. To approve the convertibility of the Company's bonds that are exchangeable for shares, issued for an amount of four hundred and fifty million euro under the decision by the Meeting of Shareholders on 18 June 2008 by virtue of an Executive Committee decision dated 6 October 2009, by delegation of the Board of Directors on 30 September 2009, to enable the Company to cater for exchange requests from bondholders by delivering newly-issued shares.

To totally override the shareholders' pre-emptive subscription right. To increase capital by the amount required to attend to the conversion of the bonds up to an initially envisaged maximum of twelve million euro, subject to amendments on the basis of the terms and conditions of the bonds.

Delegation of powers to the Board of Directors and the Executive Committee to execute these resolutions, including powers to sub-delegate.

2. To approve a buyback programme of shares of Fomento de Construcciones y Contratas, S.A. whose purpose is to enable the Company to fulfil the obligations derived from the issuance of exchangeable bonds and to reduce the Company's capital. To approve a reduction of the capital of Fomento de Construcciones y Contratas, S.A., through the amortisation of own shares for a par value equivalent to the number of new shares of the Company issued to attend to requests for exchange or conversion from holders of the Bonds.

Delegation of powers to the Board of Directors and the Executive Committee to execute these resolutions, including powers to sub-delegate.

3. To authorise the Board of Directors and the Executive Committee to interpret, remedy, complement, execute, register, delegate powers and adapt the decisions adopted by the Meeting of Shareholders, with express powers to sub-delegate.
4. To approve, where applicable, the Meeting's minutes in any of the ways established in article 113 of the Consolidated Public Corporations Act, or application of the provisions of article 114 of that law.

Supplement to notice

In accordance with article 97.3 of the Consolidated Public Corporations Act, shareholders who own at least five per cent (5%) of capital may request that a supplement be added to the notice of meeting, including one or more items on the agenda. For those purposes, shareholders must state the number of shares they own or represent. The shareholders who wish to exercise that right must send that supplement via certifiable means to the company's registered offices (c/ Balmes, 36, Barcelona) for the attention of the General Secretary within five days from publication of this meeting announcement. The supplement must be published at least fifteen days prior to the date scheduled for the General Meeting at first call.

Attendance and representation rights

In accordance with article 18 of the Articles of Incorporation, shareholders who own one or more shares are entitled to attend the general meetings of shareholders provided that ownership is registered in the corresponding book-entry register at least five days before the meeting date and this can be accredited by exhibiting the pertinent certificate of legitimation or by any other means permitted by the legislation in force.

Any shareholder entitled to attend the General Meeting may be represented by another person, who need not be a shareholder. Representation shall be conferred according to the terms and within the scope established in the Consolidated Public Corporations Act, in writing, and separately for each General Meeting, apart from the exceptions regulated by the Consolidated Public Corporations Act.

In the event of a public request for proxies, the provisions of article 107 of the Consolidated Public Corporations Act and article 114 of the Securities Market Law will apply.

If a supplement is added to this notice of meeting as a result of the exercise by shareholders representing at least 5% of capital of the right to add additional items to the agenda, shareholders that have granted proxy may:

- a) Grant proxy again with the corresponding voting instructions, with respect to all of the items on the agenda (including the initial items and those items included via supplement), in which case the previously-granted proxy will be understood as revoked; or
- b) Complete the corresponding voting instructions for the initially-appointed proxy (without being able to appoint another), in the same manner as was done in the first place.

Right to information

Shareholders may examine the following documents, which will be submitted to the General Meeting for information or approval, at the company's registered offices or may have them delivered immediately and free of charge upon written request:

- The necessary directors' reports for those resolutions included in the Agenda that require a report for the purposes of articles 144, 292 and 293 of the Consolidated Public Corporations Act.
- The text of the proposed resolutions submitted to the General Meeting of Shareholders for approval.
- A report by an auditor, other than the Company's auditor, appointed by the Mercantile Register for the purposes of articles 292 and 293 of the Consolidated Public Corporations Act.

All of the documents listed above can also be viewed or downloaded at the company's web site: www.fcc.es

Up to the seventh day prior to the scheduled meeting date, shareholders may request from the Board of Directors any information or clarification they require or submit any questions in writing regarding the Agenda items. Shareholders may also request information or clarification or submit questions in writing about the publicly-accessible information that has been filed by the Company with the Comisión Nacional del Mercado de Valores since the immediately preceding General Meeting, which was on 10 June 2009. For those purposes, shareholders may use the company's web site (www.fcc.es) or contact the Stock Market and Shareholder Relations Department (calle Federico Salmón, 13, 28016 Madrid. Telephone: 902 109 845. E-mail: ir@fcc.es).

Barcelona, 28 October 2009.- The Chairman of the Board of Directors