

**FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ANNOUNCEMENT OF THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

As decided by the Board of Directors on 24 April 2014, the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be held at HOTEL PORTA FIRA Plaza Europa, 45, 08908 L'Hospitalet de Llobregat (Barcelona), at 4.00 pm on 23 June 2014 at first adjournment and, in the absence of a quorum, at the same place and time on 24 June 2014, at second adjournment, in order to deliberate and adopt resolutions relating to the items on the following

AGENDA

1. Examination and approval of the financial statements and directors' reports of Fomento de Construcciones y Contratas, S.A. and its consolidated Group for 2013, as well as the Board of Directors' conduct of business in that year.
2. Examination and approval of the proposed distribution of 2013 income.
3. Re-appointment of auditors for the Company and its consolidated Group.
4. Appointment, and re-appointment of directors.
 - 4.1 Appointment of Mr CLAUDE SERRA as proprietary director.
 - 4.2 Appointment of Mr GONZALO RODRIGUEZ MOURULLO as independent director.
 - 4.3 Appointment of Mr GUSTAVO VILLAPALOS SALAS as independent director.
 - 4.4 Appointment of Mr OLIVIER ORSINI as independent director
 - 4.5 Re-appointment of Mr RAFAEL MONTES SANCHEZ as proprietary director.
 - 4.6 Re-appointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director.
- 5 Remuneration of the Board of Directors
 - 5.1 Remuneration of the Board of Directors for the 2013 financial year

5.2 Advisory vote on the annual report on Directors' Remuneration.

- 6 Issuance of warrants in favour of certain creditor entities of the Company incorporating the option to subscribe newly issued ordinary shares in Fomento de Construcciones y Contratas, S.A. to be paid up solely through the offsetting of credits, and as a result without any preferential right of subscription, vesting in the Board of Directors, with powers of subsequent delegation, the execution and definition of all particulars of the issue not established by the General Meeting of Shareholders. Approval of the increase to the capital stock of the Company to the amount required in order to cover the exercise of the rights vested in the warrants, disbursement through the offsetting of credits, and empowerment of the Board of Directors, with powers of delegation, to execute the capital increase agreed on one or more occasions as the rights vested in the warrants are exercised.
- 7 Modification to the terms and conditions of the issue of exchangeable or convertible notes performed by Fomento de Construcciones y Contratas, S.A. amounting to 450,000,000 euros at 6.50%, maturing in 2014, empowering the Board of Directors, with powers of delegation, to execute and establish the particulars thereof where not established by the General Meeting of Shareholders. Approval of the increase of the capital stock of the Company with the amount required in order to cover the conversion of notes through the issuance of new Company shares on the basis of the new conversion price, with exclusion of the preferential right of subscription and empowerment of the Board of Directors, with powers of delegation, to execute the capital increase agreed on one or more occasions as the note conversion rights are exercised.
- 8 Broad empowerment of the directors to implement, notarise, register, rectify and execute the adopted resolutions.
- 9 Approval, as applicable, of the Meeting's minutes in any of the ways established in article 202 of the Capital Companies Act, or by application of the provisions of article 203 of that Act, as appropriate.

Supplement to notice and presentation of additional motions

In accordance with articles 172 and 519 of the Capital Companies Act, shareholders who own at least five per cent (5%) of capital may request that a supplement be added to the present notice of meeting, including one or more items on the Agenda, as long as the new items include a justification or, if applicable, a justified resolution proposal. For those purposes, shareholders must state the number of shares they own or represent. Shareholders who wish to exercise that right must send that supplement by reliable 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 General Meeting at first adjournment.

Shareholders representing that same percentage may, in the period and form indicated in the preceding paragraph, present reasoned motions on the matters already on the Agenda or to be added to the Agenda. Such motions will be published uninterruptedly on the Company's website as they are received.

Attendance, proxies and voting

- ***Attendance:***

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 that this can be accredited by exhibiting the pertinent certificate of legitimation or an attendance card issued by the Company, or by any other means permitted by the legislation in force.

- ***Representation:***

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 Capital Companies Act, in writing, and separately for each General Meeting, apart from the exceptions regulated by the Capital Companies Act.

If the proxy form does not name the person whom the shareholder appoints as representative, the proxy will be deemed to be granted to the Chairman of the Company's Board of Directors or the person standing in for him to chair the Shareholders' Meeting.

- ***Voting:***

Shareholders entitled to attend may vote by attending in person and voting at the Meeting, using the duly signed and completed attendance card.

- ***Voting and granting of proxy at the General Meeting of Shareholders using means of remote communication.***

I.- Voting by means of remote communication.

In accordance with the provisions of article 24 of the Articles of Incorporation and article 15 bis of the Rules of the General Meeting of Shareholders, shareholders may vote on motions relating to items on the Agenda by postal mail, electronic mail or any other remote communication means duly guaranteeing the identity of the shareholder, in accordance with the following instructions.

I.1.-Voting by postal mail.

Shareholders wishing to vote by postal mail must send a written communication indicating their vote or abstention, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the company.

The card, duly completed and signed, must be sent to the Company by any of the following means:

a) By delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the attention of "Stock Market and Shareholder Relations Department" ("*Departamento de Bolsa y Relaciones con Inversores*").

b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited.

I. 2.-Voting by electronic means.

Shareholders who wish to vote by electronic means may do so by visiting the "Shareholders and Investors" section of the Company's website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Votes by electronic means must be cast using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by *Autoridad Pública de Certificación Española* (CERES), an agency of the Spanish Mint (*Fábrica Nacional de la Moneda y Timbre*) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may vote on the items on the Agenda of the General Meeting.

II. Granting proxy by means of remote communication.

In accordance with the provisions of articles 19 of the Articles of Incorporation and 8 of the Rules of the General Meeting of Shareholders, shareholders may grant proxies for the General Meeting by postal mail, electronic mail or any other remote communication means, in accordance with the following instructions.

II.1.-Granting proxy by postal mail.

Shareholders wishing to grant proxy by postal mail must send to the Company a written proxy appointment, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the Company.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following means:

- a) Delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the attention of "Stock Market and Shareholder Relations Department" ("*Departamento de Bolsa y Relaciones con Inversores*").
- b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited

II.2.-Granting proxy by electronic means.

Shareholders who wish to grant proxy by electronic means may do so by visiting the "Shareholders and Investors" section of the website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Proxies granted by electronic means must be granted using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by *Autoridad Pública de Certificación Española* (CERES), an agency of the Spanish Mint (*Fábrica Nacional de la Moneda y Timbre*) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may grant proxy via the website.

II.3 Common rules on granting proxy by means of remote communication.

A shareholder wishing to grant proxy by means of remote communication must notify the appointed proxy, and that person must provide evidence of acceptance. For this purpose, on the date and at the venue of the General Meeting, the designated proxies must identify themselves by means of their National Identity Card or passport, and submit a hard copy of the proxy appointment that was made by postal mail or electronic means, duly signed by the proxy and the principal.

If the principal has issued instructions, the proxy will cast the vote in accordance with them and will be obligated to keep these instructions for one year from the corresponding General Meeting.

The proxy appointment can also include items which can be dealt with at the General Meeting but which are not envisaged in the Agenda since the law allows this.

Proxies may vote only by attending the General Meeting in person.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, this communication will be deemed to have been made if the Company receives the proxy appointment.

The proxy can represent more than one shareholder; there is no limit to the number of represented shareholders. When a proxy represents several shareholders, he/she can cast different votes in accordance with each shareholder's instructions.

II.4-Conflicts of interest.

For the purposes of Articles 523 and 526 of the Capital Companies Act, it is hereby noted that the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest (i) with regard to item 4 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 5.1 and 5.2. of the agenda; and (iii) in the cases referred to in paragraphs b) or c) of article 526.1 of the Capital Companies Act (removal of directors and shareholder derivative suits) that may arise off the Agenda as provided in that Act. In connection with all of them, if the principal does not grant specific voting instructions, the proxy shall be deemed to be granted to the Secretary of the General Meeting of Shareholders, unless expressly indicated otherwise.

III.-Common rules.

III.1.-Period for granting proxy and voting by means of remote communication.

Proxies granted and votes cast by means of remote communication, whether by postal mail or electronic means, may be issued from the date of publication of the announcement



of the meeting and must be received by the Company at its registered office or through its website at least 24 hours before the time scheduled for the General Meeting, i.e. before 4:00 pm on 22 June 2014.

Proxies and votes received after that time will be deemed to be null and void, respectively.

The only proxy forms that will be accepted after that time are those granted in writing on the attendance card and presented at the registration desks at the shareholders' entrance at the venue and on the date of the General Meeting.

III.2.-Rules of precedence regarding attendance, voting and proxies by means of remote communication.

III.2.1. Attendance in person takes precedence.

Attendance at the General Meeting in person has the effect of revoking any votes cast and proxies granted by means of remote communication.

Proxies are always revocable. In any event, attendance in person by the principal at the General Meeting renders any proxy null and void.

III.2.2. Precedence of remotes votes over proxies granted by means of remote communication.

Votes cast by any means of remote communication override any proxy granted by electronic means or on the paper card, which shall be deemed to be revoked if granted beforehand and to be null and void if granted thereafter.

III.2.3. Precedence where several votes are cast or proxies are granted by means of remote communication.

Where a shareholder validly grants several proxies or validly issues several votes using different means of remote communication, the proxy and/or vote received last will prevail, and all others received before that will be deemed null and void.

III.3. Joint ownership

In the case of joint ownership of shares, for the purposes of article 126 of the Capital Companies Act, a joint owner who votes or grants proxy by means of remote communication will be deemed to have been designated by the other joint owners to exercise those shareholder rights.

IV.-Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the electronic

mechanisms for granting proxy or voting where required for technical or security reasons.

The Company shall not be liable for any damages arising for the shareholder as a result of failures, overloads, dropped lines, connection failures, malfunction of the post, or any other event of the same or a similar nature, beyond the control of the Company, that prevent the use of remote means for voting or granting proxy.

Electronic Shareholder Forum

In accordance with article 539.2 of the Capital Companies Act, from the publication of this notice and up to midnight on 22 June 2014, an Electronic Shareholder Forum will be established on the Company's website which may be accessed by individual shareholders and any voluntary associations that are created and registered in the special register created for this purpose by the National Securities Market Commission (CNMV). The rules of the Electronic Shareholder Forum are available on the Company's website and shareholders using the Forum must adhere to them. To gain access to the Forum, shareholders must accredit their standing as such, as indicated on the website, and identify themselves as provided in this Notice of Meeting.

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 full text of the announcement.
- The total number of shares and voting rights on the date of notice.
- The 2013 financial statements and directors' report of Fomento de Construcciones y Contratas, S.A.
- The 2013 financial statements and directors' report of the consolidated Group of companies of which Fomento de Construcciones y Contratas, S.A. is the parent company.
- External auditors' reports on the financial statements of the company and its consolidated Group.
- Statement of liability in connection with the financial statements.

- **The full text of the proposed resolutions submitted to the General Meeting of Shareholders for approval, and any supplement to the notice and motions presented by shareholders, as they are received by the Company.**
- **Professional profile of the persons nominated for re-appointment or appointment as directors under item 4 of the Agenda, and other information required under the Rules of the General Meeting.**
- **Annual Report on Remuneration of the Board of Directors.**
- **Director's Report; the independent expert's report appointed by the Companies Registry to prepare the report regarding the article 414.2 of the Capital Companies Act; External auditor' report regarding the article 301 of the Capital Companies Act, in connection with the resolution presented for approval under item 6 of the agenda.**
- **Director's Report; the independent expert's report appointed by the Companies Registry to prepare the report regarding the article 414 and 417 of the Capital Companies Act, in connection with the resolution presented for approval under item 7 of the agenda.**
- **The 2013 Annual Corporate Governance Report of Fomento de Construcciones y Contratas, S.A.**
- **Information on the channels of communication between the Company and its shareholders for the purposes of obtaining information or making suggestions.**
- **The means and procedures for granting proxy for the General Meeting and for voting by means of remote communication.**
- **The attendance, proxy and remote voting form.**
- **The rules of the Electronic Shareholder Forum.**

All of the documents listed above can also be viewed or downloaded at the Company's web site: www.fcc.es uninterruptedly from the time of publication of the notice of meeting until the General Meeting is held.

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 items on the agenda. 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 National Securities Market

Commission (CNMV) since the immediately preceding General Meeting, which was on 23 May 2013, and about the auditors' report. For those purposes, shareholders may use the Company's website (www.fcc.es) or contact the Stock Market and Shareholder Relations Department (Av. Camino de Santiago, 40 28023 Madrid. Telephone: 902 109 845. E-mail: ir@fcc.es).

Also, during the Meeting, shareholders may verbally request clarifications from the Board of Directors on any matter they wish with respect to the information referred to above.

Data Protection

In accordance with Organic Act 15/1999, of 13 December, on the Protection of Personal Data, shareholders are informed that their personal data provided on the occasion of the General Meeting, and any that might arise as a result, will be incorporated into an automated file or process for the purpose of managing and administering such data and, where appropriate, that of their proxies, in the context of the General Meeting of Shareholders.

As provided by the Act, the owner of the data is entitled to access, rectify, cancel and object to the data in the file by sending the appropriate notification (accrediting the identity of the data owner by attaching a photocopy of the right-holder's National Identity Card) to the following address: FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. calle Federico Salmón, 13, 28016 Madrid, reference "Protección de datos/Data protection".

As the party responsible for the file, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. hereby states that it has adopted the security measures required by law in its facilities, systems and files so as to guarantee the confidentiality of the personal data, except in the cases where the law requires that it must be disclosed.

Barcelona, 24 April 2014.- The Chairman of the Board of Directors.

Signed: Esther Alcocer Koplowitz

The Meeting is expected to be held at first adjournment.

FCC will provide a free shuttle bus service to transport all interested shareholders to the site of the Meeting. Buses will leave from Calle Balmes, No. 36 (Barcelona) at 1:00 pm, 2:00 pm and 3:00 pm. The same shuttle service will be available upon conclusion of the meeting to take shareholders back to Calle Balmes 36.