

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

As agreed at the Board of Directors meeting held on 30 May 2005, the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be held in Barcelona at the “Rey Juan Carlos I” Hotel located at Avenida Diagonal nº 661, at 4:00 p.m. on 21 June 2005 on first call. If the required quorum is not met, the Meeting will be held on second call on 22 June 2005 at the same time and place to deliberate and pass resolutions, where applicable, on the items included on the following

**AGENDA**

1. Report to shareholders on the changes made to the "Regulations of the Board of Directors of Fomento de Construcciones y Contratas, S.A." since the last General Meeting of Shareholders.
2. Examination and approval of the 2004 financial statements (balance sheets, profit and loss statements and notes to the financial statements) and directors' reports of Fomento de Construcciones y Contratas, S.A. and the consolidated group, as well as the Board of Directors' performance.
3. Examination and approval of the proposed distribution of fiscal year 2004 profits.
4. Amendment of the Articles of Association: articles 2 (Business Objective), 18 (Legitimation for Attending the General Meeting), 29 (Requirements and Terms) 32 (Deliberations. Resolutions. Meeting Minutes), 35 (Executive Committee and Managing Director), 36 (Operation of the Newly-Created Executive Committee), 37 and 38 (Audit Committee) and 39 (Advisory Board)
5. Amendment of the “Regulations of the General Meeting of Shareholders of Fomento de Construcciones y Contratas, S.A.”. Articles 9 (Attendance Rights and Obligations), 10 (General Meeting Committee) and 14 (Information).
6. Ratification, Appointment and Re-election of Directors.
7. Authorisation of the Board of Directors to increase the share capital within the next five years, which may include the issue of non-voting shares in conformity with article 153.1 b) of the Public Corporations Act and revocation of the current authorisation.
8. Authorisation of the Board of Directors to issue debenture stock or other fixed income securities within five years.
9. Authorisation to purchase treasury stock and authorisation of subsidiaries to purchase stock in Fomento de Construcciones y Contratas, S.A.; all within the limits and meeting the requirements set forth in Article 75 and following of the Public

## **Corporations Act.**

- 10. Re-election of the Auditors of the Company and the Consolidated Group.**
- 11. Authorisation of directors to develop, notarise, register, correct and execute the resolutions passed.**
- 12. Approval, where applicable, of the meeting minutes in any of the ways established in article 113 of the revised text of the Public Corporations Act or application of the provisions of article 114 of the same legal text.**

### **Attendance and Representation Rights**

Pursuant to the provisions of article 18 of the Articles of Association, those shareholders who own four thousand or more shares shall be entitled to attend the general meetings of shareholders as long as the said ownership is registered by account entry at least five days before the meeting date and this can be accredited by exhibiting the pertinent certificate of legitimation referred to in Royal Decree 116/1992 of 14 February on the representation of securities through account entries. This certificate shall necessarily express the number of shares held by each shareholder.

Shareholders possessing fewer than four thousand shares may group together for the purpose of meeting attendance, choosing one shareholder to represent the group.

All shareholders with attendance rights may be represented at the General Meeting by another person who need not be a shareholder. The proxy must be granted in the terms and within the scope established in the Public Corporations Act.

### **Information Rights**

Shareholders may obtain the following documents from the company to be submitted to the General Meeting for its information or approval. The documents may either be examined at the company's headquarters or sent to the shareholder immediately and free of charge upon written request:

- Report to shareholders on the changes made to the "Regulations of the Board of Directors of Fomento de Construcciones y Contratas, S.A." since the last General Meeting of Shareholders.

- Annual accounts (balance sheets, profit and loss accounts and notes to the financial statements) and directors' reports of the company Fomento de Construcciones y Contratas, S.A. and its consolidated group for the 2004 fiscal year.
- The reports issued by the external auditors on the annual accounts of the company and its consolidated group.
- The directors' report on the proposed amendments to the Articles of Association included on item number 4 of the meeting agenda along with the complete text of those amendments.
- The directors' report on the proposed amendments to the Regulations of the General Meeting included in item number 5 of the meeting agenda along with the complete text of those amendments.
- The directors' report on the authorisation to increase the share capital referred to in item 7 of the Agenda.
- The directors' report on the authorisation of the Board of Directors to issue debenture stock or other fixed income securities referred to in item 8 of the Agenda.
- Text of the proposed resolutions submitted to the General Meeting of Shareholders for approval.
- 2004 Corporate Governance Report of Fomento de Construcciones y Contratas, S.A.

All of the documents listed above can also be consulted or printed from the company's website: [www.fcc.es](http://www.fcc.es)

Up to the seventh day before the scheduled meeting date, shareholders may request from the Board of Directors any information or clarification they require or ask any questions they may have regarding to the Agenda items. Shareholders may also request information or clarification or ask questions in writing about the information accessible to the public forwarded by the company to the Spanish Stock Exchange Commission since the last General Meeting on 23 June 2004. To do so, shareholders may use the company's website ([www.fcc.es](http://www.fcc.es)) or contact the Stock Market and Shareholder Relations Department (calle Federico Salmón, 13, 28016 Madrid. Telephone: 91 359 32 63. e-mail: [relacioninversores@fcc.es](mailto:relacioninversores@fcc.es)).

Barcelona, 31 May 2005.- The Chairman of the Board of Directors