

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

As decided by the Board of Directors on 7 April 2011, the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be held at Pavilion 8 of Recinto de Gran Vía de Fira, Calle del Foc, 47, 08038 Barcelona, at 16:00 on 1 June 2011 at first adjournment and, in the absence of a quorum, at the same place and time on 2 June 2011, at second adjournment, in order to deliberate and adopt resolutions relating to the following 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 2010, as well as the Board of Directors' conduct of business in that year.
2. Examination and approval of the proposed distribution of 2010 income.
3. Appointment and re-appointment of directors.
4. Amendment of the Articles of Association to adapt their content to the recent changes in the legislation governing companies:

4. 1. Amendments to adapt to changes in legislation or of a merely formal nature: Articles 1 (Name), 4 (Domicile), 7 (Transfer of Shares), 8 (Non-voting Shares), 10 (Usufruct, Pledge and Seizure of Shares), 13 (Types of General Meetings), 14 (Meeting Announcements), 16 (Authority and Obligation to Call General Meetings), 18 (Legitimization for attending General Meetings.), 19 (Representation), 24 (Deliberations. Resolutions. Minutes), 25 (Powers of the General Meeting), 29 (Requirements and Term), 37 (Remuneration), 39 (Audit and Control Committee and Appointments and Remuneration Committee), 42 (The Annual Accounts), 43 (Distribution of Profits/Losses) and 45 (Dissolution).

4. 2 Amendments that also involve adaptation to the recent changes in legislation and in the company's regulations: a) provide more flexibility with regard to the venue for the General Meeting of Shareholders (article 20 - Venue and Time of the Meeting), or b) enable the use of e-mail to announce a meeting of the Board of Directors (article 30 - Announcement. Meetings).

5. Amendment of the Rules of the General Meeting of Shareholders to update their content in line with recent changes to legislation regarding companies: articles 2, 3, 4, 5, 6, 8, 20 and Appendix.
6. Extension of the period granted to the Board of Directors by the General Meeting of Shareholders of 10 June 2009 to execute the resolution to reduce capital through amortisation of own shares that was adopted by that General Meeting.
7. Amend the decision to delegate to the Board of Directors the power to issue, on one or more occasions, any fixed-income securities or debt instruments of a similar nature, secured or unsecured, that was adopted at the last General Meeting of

Shareholders on 27 May 2010, so as to increase the maximum authorised amount to one thousand five hundred million euro (€1,500,000,000).

8. Re-appointment of auditors for the Company and its consolidated group.
9. Broad empowerment of the directors to implement, notarise, register, rectify and execute the adopted resolutions.
10. 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.

Before commencement of deliberations and description of the items in the Agenda, in accordance with article 516 of the Capital Companies Act, the Meeting of Shareholders will be informed of the amendments to the Rules of the Board of Directors introduced since the last General Meeting, and an explanatory report will be presented on the company's capital structure and the governance and control system as envisaged in article 116 bis of the Securities Market Act.

Supplement to notice

In accordance with article 172 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 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 by 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 Capital Companies Act, in writing, and separately for each General Meeting, apart from the exceptions regulated by the Capital Companies Act.

In the event of a public request for proxies, the provisions of article 186 and 514 of the Capital Companies Act 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.

Electronic Shareholder Forum

In accordance with the provisions of article 528.2 of the Capital Companies Act, from the date of publication of this notice and up to 24.00 hours on 31 May 2011, 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 2010 financial statements and directors' report of Fomento de Construcciones y Contratas, S.A.
- The 2010 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 text of the proposed resolutions submitted to the General Meeting of Shareholders for approval.
- The necessary directors' reports for items on the agenda requiring approval and the full text for the proposed amendments to the Articles of Incorporation.
- The directors' report on the proposed amendments to the Rules of the General Meeting of Shareholders, and the full text of the proposed amendments.
- Directors' report on the amendments introduced in the Rules of the Board of Directors of Fomento de Construcciones y Contratas, S.A. since the last General Meeting of Shareholders.
- Report on the matters envisaged in article 116 bis of Act 24/1988 of 28 July, on the Securities Market.
- Brief professional profile of the persons nominated for re-appointment or appointment as directors under item 3 of the agenda, and other information required under the Rules of the General Meeting.
- Report on the Board of Directors' Remuneration Policy.



- The 2010 Annual Corporate Governance Report of Fomento de Construcciones y Contratas, S.A.

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 National Securities Market Commission (CNMV) since the immediately preceding General Meeting, which was on 27 May 2010. 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, 8 April 2011.- The Chairman of the Board of Directors

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 13:00, 14:00 and 15:00. The same shuttle service will be available upon completion of the meeting to take shareholders back to Calle Balmes 36.

