

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

A) REAPPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

- On 1 June 2011, the General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (FCC) adopted the following resolutions, among others:

- **Reappointment of DOMINUM DESGA, S.A. as proprietary director.**

- At a meeting on 1 June 2011, held after the General Meeting, the Board of Directors adopted the following resolution, among others:

- **To reappoint DOMINUM DESGA, S.A. as a member of the Strategy Committee, Executive Committee, Audit and Control Committee and Appointments and Remuneration Committee.**

B) ACCEPT THE RESIGNATION OF MEMBERS OF THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

At a meeting on 1 June 2011, held after the General Meeting, the Board of Directors adopted the following resolution, among others:

- **To accept, in accordance with articles 245.2 of the Spanish Capital Companies Act and 7.2.g) of the Rules of the Board of Directors of Fomento de Construcciones y Contratas, S.A., the resignations presented by directors Mr Robert Peugeot and Mr Miguel Blesa de la Parra, in compliance with article 20.4 of those Rules, expressing gratitude for their valuable service to FCC.**

As a result of the above-mentioned appointments and resignations, the composition of the Board of Directors is as follows:

BOARD OF DIRECTORS

Mr. Baldomero Falcones Jaquotot
Chairman, Managing and Executive Director

B-1998, S.L. (Mrs. Esther Koplowitz Romero de Juseu)
First Vice Chairman
Director, representing a major shareholder

Dominum Desga, S.A. (Mrs. Esther Alcocer Koplowitz)
Second Vice Chairman
Director, representing a major shareholder

EAC Inversiones Corporativas, S.L. (Mrs. Alicia Alcocer Koplowitz)
Director, representing a major shareholder

Dominum Dirección y Gestión, S.A. (Mrs. Carmen Alcocer Koplowitz)
Director, representing a major shareholder

Mr. Fernando Falcó y Fernández de Córdova
Director, representing a major shareholder

Mr. Marcelino Oreja Aguirre
Director, representing a major shareholder

Mr. Rafael Montes Sánchez
Director, representing a major shareholder

Mr. Gonzalo Anes y Álvarez de Castrillón
Independent Director



Mr. Juan Castells Masana
Director, representing a major shareholder

Mr. Felipe Bernabé García Pérez
Secretary General
Executive Director
Vice-secretary of the Board of Directors

Cartera Deva, S.A. (Mr. Jaime Llantada Aguinaga)
Director, representing a major shareholder

Larranza XXI, S.L. (Mrs. Lourdes Martínez Zabala)
Director, representing a major shareholder

Mr. César Ortega Gómez
Independent Director

Mr. Nicolás Redondo Terreros
Independent Director

Mr. Antonio Pérez Colmenero
Director, representing a major shareholder

Mr. Javier Ribas
Independent Director

Mr. Henri Proglio
Independent Director

Mr. Francisco Vicent Chuliá
Secretary (non-member)



1.- STRATEGY COMMITTEE

President: Mrs. Esther Koplowitz Romero de Juseu, representing B 1998, S.L

Vocals:

Mrs. Esther Alcocer Koplowitz, representing Dominum Desga, S.A.

Mrs. Alicia Alcocer Koplowitz, representing EAC Inversiones Corporativas, S.L.

Mrs. Carmen Alcocer Koplowitz, representing Dominum Dirección y Gestión, S.A.

Mr. Fernando Falcó y Fernández de Córdova

Mr. Jaime Llantada Aguinaga, representing Cartera Deva, S.A.

Mrs. Lourdes Martínez Zabala, representing Larranza XXI, S.L.

Mr. Javier Ribas

Mr. Rafael Montes

Mr. Juan Castells Masana

2.- EXECUTIVE COMMITTEE

President: Mr. Baldomero Falcones Jaquotot

Vocals:

Mrs. Esther Alcocer Koplowitz representing Dominum Desga, S.A.

Mrs. Alicia Alcocer Koplowitz representing EAC Inversiones Corporativas, S.L.

Mr. Fernando Falcó y Fernández de Córdova

Mr. Juan Castells Masana

Mr. Jaime Llantada Aguinaga representing Cartera Deva, S.A.

Secretary (non-member)

Mr. Francisco Vicent Chuliá

Vice-secretary (non-member)

Mr. Felipe B. García Pérez



3.- AUDIT AND CONTROL COMMITTEE

President: Mr. Gonzalo Anes y Alvarez de Castrillón

Vocals :

Mrs. Esther Alcocer Koplowitz, representing Dominum Desga, S.A.

Mrs. Alicia Alcocer Koplowitz, representing EAC Inversiones Corporativas, S.L.

Mr. Fernando Falcó y Fernández de Córdova

Mr. Juan Castells Masana

Secretary (non-member)

Mr. José María Verdú Ramos

4.- APPOINTMENT AND REMINERATION COMMITTEE

President: Mrs. Esther Alcocer Koplowitz, representing Dominum Desga, S.A.

Vocals:

Mrs. Alicia Alcocer Koplowitz representing EAC Inversiones Corporativas, S.L.

Mrs Carmen Alcocer Koplowitz representing Dominum Dirección y Gestión, S.A.

Mr. Fernando Falcó y Fernández de Córdova

Mr. Rafael Montes Sánchez

Mr. Gonzalo Anes y Álvarez de Castrillón

Mr. Juan Castells Masana

Mr. Antonio Pérez Colmenero

Mr. Jaime Llantada Aguinaga, representing Cartera Deva, S.A.

Secretary (non-member)

Mr. José María Verdú Ramos

Madrid, June 2nd , 2011.

