



<p style="text-align: center;">FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS</p>

As agreed at the Board of Directors meeting held on 5 May 2009, the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be held at Hotel Arts on Carrer de la Marina 19-21, Barcelona, at 16.00 on 10 June 2009 at first call and, if a sufficient quorum is not attained, at the same place and time on 11 June 2009 at second call, in order to deliberate and adopt resolutions relating to the following items on the

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 2008, as well as the Board of Directors' conduct of business in that year.
2. Examination and approval of the proposed distribution of 2008 income.
3. Appointment of directors.
 - A. Reappointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director.
 - B. Reappointment of Mr Rafael Montes Sánchez as proprietary director.

Each paragraph (A and B) will be voted on separately.

4. Amendment to the Articles of Incorporation.
 - A. Amendment to article 17 of the Articles of Incorporation ("Constitution of the General Meeting").
 - B. Amendment to article 42 of the Articles of Incorporation ("Annual accounts")

Each paragraph (A and B) will be voted on separately.

5. Amendment to article 11 ("Constitution of the General Meeting") of the Rules of the General Meeting.
6. Authorisation to the Board of Directors, with express power to delegate, to buy back own shares and authorisation to the subsidiaries to acquire shares of Fomento de Construcciones y Contratas, S.A., within the limits and requirements established in article 75 et seq. of the Spanish Corporations Law, rendering null and void that part not used of the authorisation granted by the General Meeting of Shareholders on 18 June 2008 for this purpose.
7. Reduction of capital through amortisation of own shares, delegating to the Board of Directors the necessary powers to execute this resolution.





8. Re-appointment of auditors for the Company and its consolidated group.
9. Broad empowerment of the directors to implement, notarises, register, rectify and execute the adopted resolutions.
10. Approval, where applicable, of the Meeting's minutes in any of the ways established in article 113 of the consolidated Spanish Corporations Law, or application of the provisions of article 114 of that law.

Before commencement of deliberations and description of the items in the Agenda, in accordance with article 115 of Securities Market Law, 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 Securities Market Law.

Supplement to notice

In accordance with article 97.3 of the Spanish Corporations Law, 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 General Meeting at first adjournment.

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 Spanish Corporations Law, in writing, and separately for each General Meeting, apart from the exceptions regulated by the Spanish Corporations Law.

In the event of a public request for proxies, the provisions of article 107 of the Spanish Corporations Law 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 2008 financial statements and directors' report of Fomento de Construcciones y Contratas, S.A.
- The 2008 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 necessary directors' reports for those resolutions included in the agenda pending approval and the full text for the proposed amendments to the Articles of Incorporation.
- Report on matters envisaged in article 116 bis of Law 24/1988 of 28 July, on the Securities Market.
- Directors' report on the amendments introduced in the Regulation of the Board of Directors of Fomento de Construcciones y Contratas, S.A. since the last General Meeting of Shareholders.
- The directors' report on the proposed amendments to the Rules of the General Meeting of Shareholders, and the full text of the proposed amendments.
- The text of the proposed resolutions submitted to the General Meeting of shareholders for approval.
- Brief professional profile of the persons nominated for re-appointment as directors under items 3 A and 3 B of the agenda, and other information required under the Rules of the General Meeting.
- Report on the Board of Directors' Remuneration Policy.
- The 2008 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 CNMV since the immediately preceding General Meeting, which was on 18 June 2008. 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, 5 May 2009. Chairman of the Board of Directors





FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

Full texts of the resolutions proposed by the Board of Directors to the General Meeting of Shareholders on 10 June 2009

1. Examination and approval of the financial statements and directors' reports of Fomento de Construcciones y Contratas, S.A. and its consolidated group for 2008, as well as the Board of Directors' conduct of business. (Item 1 of the Agenda)

It is proposed: "To approve the financial statement and the directors' report of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and its consolidated group for 2008. Those documents have obtained a favourable report from the Audit and Control Committee and the Company's auditors."

It is also proposed: "To approve the Board of Directors' conduct of the company's business in 2008."

2. Examination and approval of the proposed distribution of 2008 income. (Item 2 of the Agenda)

It is proposed: "To approve the following proposal by the Board of Directors as to the application of the 2008 income of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., which amounts to a profit of 342,905,738.01 euro:

- At a meeting on 18 December 2008, the Board of Directors declared an interim dividend of 0.785 euro gross per share with dividend rights at the time of payment. There were 127,303,296 such shares; consequently, the total interim dividend distributed amounted to 99,933,087.36 euro.
- It is proposed now to pay a supplementary dividend of 0.785 euro per share with dividend rights at the time of payment.

From the foregoing amount, an amount of 0.1413 euro per share (18% of the gross amount of the supplementary dividend) will be withheld on account of personal or corporate income tax, as appropriate, leading to a net supplementary dividend of 0.6437 euro per share.

- The amount obtained by subtracting the interim dividend and the aforementioned supplementary dividend from total income will be appropriated to voluntary reserves.

The supplementary dividend will be paid on 6 July next through the following banks: Banco Bilbao Vizcaya Argentaria (BBVA), Banco Santander (BS), Caja de Ahorros y Monte de Piedad de Madrid (Cajamadrid), Caja de Ahorros y Pensiones de Barcelona (La Caixa) and RB Dexia (Bancoval).

Additionally, in accordance with article 37 of the Articles of Incorporation, and following a favourable report by the Appointments and Remuneration





Committee, it is proposed to approve the remuneration for the Company's Board of Directors for 2008, which amounts to 2,059,430 euro, equivalent to 0.6% of consolidated income attributable to Fomento de Construcciones y Contratas, S.A."

3. Appointment of directors (Item 3 of the Agenda)

Three A: Reappointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director

It is proposed "To re-appoint EAC INVERSIONES CORPORATIVAS, S.L. as a proprietary member of the Board of Directors, based on a favourable report by the Appointment and Remuneration Committee, effective from the date of this General Meeting and for a term of five years"

Three B: Reappointment of Mr Rafael Montes Sánchez as a proprietary director

It is proposed "To re-appoint MR RAFAEL MONTES SÁNCHEZ as a proprietary member of the Board of Directors, based on a favourable report by the Appointment and Remuneration Committee, effective from the date of this General Meeting and for a term of five years"

Each paragraph (A and B) will be voted on separately.

4. Amendments to the Articles of Incorporation (Item 4 of the Agenda)

4 A. Amendment to article 17 of the Articles of Incorporation ("Constitution of the General Meeting")

"Based on the report by the Directors, which has been available to shareholders since the announcement of the General Meeting of Shareholders, a new wording is proposed for article 17 of the Articles of Incorporation of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

The amendment aims to adapt the article's content to the new wording of article 103 of the Public Corporations Act as amended by Act 3/2009, of 3 April, on Structural Amendments to Mercantile Companies, which imposes special quorum requirements for overriding or limiting pre-emptive subscription rights to new shares, transferring assets and liabilities en bloc, and transferring the corporate domicile to another country.

For those purposes, it is proposed to amend article 17.2 of the Articles of Incorporation to read as follows:

Article 17. Constitution of the General Meeting.

The Ordinary and Extraordinary General Meeting will be validly convened on the original meeting date when the shareholders present or represented account for at least fifty percent (50%) of the subscribed capital with voting rights; on the alternate date, the meeting shall be validly convened when the shareholders





present or represented account for at least forty-five (45%) of the subscribed capital with voting rights.

Notwithstanding the provisions of the previous paragraph, in order for the Ordinary or Extraordinary General Meeting of Shareholders to validly pass resolutions on debenture issues, capital increases or decreases, the transformation, merger or division of the Company, the transfer en bloc of assets and liabilities, the overriding or limiting of pre-emptive subscription rights to new shares, the transfer of domicile to another country and, in general, any modification of the Articles of Incorporation, it shall be necessary for shareholders accounting for at least fifty percent (50%) of the subscribed capital with voting rights to be present or represented on the original meeting date, while on the alternate date it shall suffice to have shareholders accounting for at least forty-five percent (45%) of the subscribed capital with voting rights to be present or represented.

When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting right, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting."

4. B. Amendment to article 42 of the Articles of Incorporation ("Annual accounts")

"Based on the report by the Directors, which has been available to shareholders since the announcement of the General Meeting of Shareholders, a new wording is proposed for article 42 of the Articles of Incorporation of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

The amendment aims to adapt the article's content to the new wording of article 172 of the Public Corporations Act, as amended by Law 3/2009, of 3 April, on the reform and adaptation of mercantile law on accounting measures with a view to international harmonisation based on European Union regulation, which modifies the content of annual accounts.

For those purposes, it is proposed to amend article 42.2 of the Articles of Incorporation to read as follows:

Article 42. The Annual Accounts.

As mandated in the Commerce Code, the Company must keep orderly accounting records of its business activities which make it possible to follow its operations chronologically and must also prepare inventories and balance sheets. The accounting records must be authenticated by the Business Register where the company has its headquarters.

The Directors are obligated to compile, within three months of the end of the financial year, the Annual Accounts, the Directors' Report and the Proposal for the Application of Profits/Losses, as well as the consolidated Accounts and Directors' Report, where applicable. The annual accounts shall be written clearly and shall reflect a true image of the Company's wealth, its financial situation





and its economic results, according to the provisions of the Public Corporations Act and the Commerce Code and shall be signed by the Directors."

Each paragraph (A and B) will be voted on separately.

5. Amendment to article 11 ("Constitution of the General Meeting") of the Rules of the General Meeting of Shareholders (Item 5 of the Agenda)

"Based on the report by the Directors, which has been available to shareholders since the announcement of the General Meeting of Shareholders, a new wording is proposed for article 11 of the Rules of the General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

This amendment aims, in coordination with the proposal to amend article 17 of the Articles of Incorporation in item 4 of the agenda, to adapt the content of article 11 of the Rules of the General Meeting of Shareholders to the new wording of article 103 of the Public Corporations Act, as amended by Law 3/2009, of 3 April, on Structural Amendments to Mercantile Companies, which imposes special quorum requirements for overriding or limiting pre-emptive subscription rights to new shares, transferring assets and liabilities en bloc, and transferring the corporate domicile to another country.

For those purposes, it is proposed to amend article 11.8 of the Rules of the General Meeting of Shareholders to read as follows:

"Article 11. Constitution of the General Meeting of Shareholders

1. Starting two hours before the scheduled time for the meeting, on the date and at the time and place indicated in the announcement of the General Meeting of Shareholders, shareholders or their duly assigned proxies may present, to the personnel in charge of registering attendees, the documents accrediting their right to attend the meeting or to represent their principals, as the case may be. Meeting attendance rights will be accredited by presenting the certificate, issued by the entities in charge of registering the Company's shares, accrediting the registration, in the shareholders' name, of at least one share at least five days in advance of the Meeting date.

Shareholders wishing to cast their votes by distance means of communication, in those cases where this possibility is envisaged in the meeting announcement, will accredit their identity and shareholder status in the manner determined by the Board of Directors in the announcement.

2. The shareholders or their proxies who arrive at the meeting after it has been called to order and has begun to discuss the items on the agenda will not be included in the list of attendees.

3. The list of attendees will be included at the beginning of minutes or appended to it as an annex signed by the Secretary and countersigned by the Chairman.





Shareholders who vote using distance means, as provided for in the meeting announcement, will be counted as present for the purposes of determining the quorum of the General Meeting of Shareholders.

4. Once there is a quorum, the Meeting will be called to order at the pre-established place, date and time, at either first or second call.

5. The Chairman or Secretary will read the announcement, or may take it as read if none of the shareholders object, and then state the total figures from the attendance list, indicating the number of voting shareholders in attendance and represented at the meeting, the number of shares held by each category and the percentage of share capital they represent.

6. Once this information is publicly announced by the Chairman or the Secretary, the Chairman will then state whether or not the meeting is quorate. The notary public, if there is one, will ask the assembly if there are any objections to the Chairman's statements regarding the numbers of shareholders in attendance and the share capital they represent. Any questions or claims submitted to the notary or to the Secretary, if there is no notary, will be reflected in the minutes and resolved by the Chairman.

7. Following this, the Chairman will call the meeting to order, if appropriate.

8. Both ordinary and extraordinary General Meeting of Shareholders will be quorate:

- Generally speaking, on first call when the shareholders present or represented possess at least fifty percent of the subscribed capital with voting rights. On second call, when the shareholders present or represented possess at least forty-five percent of the subscribed voting capital.

- In order for the General Meeting of Shareholders to validly approve bond issues, capital increases or reductions, the change of corporate form, the merger or demerger of the company, the transfer en bloc of assets and liabilities, the overriding or limiting of pre-emptive subscription rights to new shares, the transfer of domicile to another country and, generally, any amendment of the Articles of Incorporation, at least fifty percent (50%) of the subscribed voting capital must be present at first call. At second call, it will suffice for shareholders accounting for at least forty-five percent (45%) of the subscribed voting capital to be present or represented.

- When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting rights, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting.

9. If it is necessary, for any reason, to hold the meeting in separate rooms, audio-visual equipment will be set up to permit interactivity and intercommunication between the rooms in real time and, therefore, the transaction of the meeting as a single act."





6. Authorisation to the Board of Directors, with express power to delegate, to acquire own shares on the market and authorisation to the subsidiaries to acquire shares of Fomento de Construcciones y Contratas, S.A., within the limits and requirements established in article 75 et seq. of the Spanish Corporations Law, rendering null and void that part not used of the authorisation granted by the General Meeting of Shareholders on 18 June 2008 for this purpose. (Item 6 of the Agenda)

It is proposed:

"To authorise FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (FCC) and the companies in its Group which meet any of the circumstances set out in article 42.1 of the Commerce Code, to acquire own shares on the market, by purchase in any of the Stock Exchanges on which they are listed, at the stock market price on the day of acquisition, which must be between the following minimum and maximum values:

- At most 10% more than the highest market price in the three months prior to the acquisition.
- No less than 10% lower than the lowest market price in the three months prior to the time of the acquisition.

By virtue of this authorisation, the Board of Directors, the Executive Committee and the Managing Director, without distinction, may acquire own shares under the terms contained in article 75 of the Consolidated text of the Public Corporations Act.

The Board of Directors, the Executive Committee and the Managing Director, without distinction, may allocate some or all of the own shares so acquired to the execution of remuneration programmes consisting of the delivery of shares or stock options, in accordance with article 75.1 of the Public Corporations Act.

This authorisation is granted for the maximum period allowed by law, and must conform to the limit of capital stock that is applicable under the legislation in force at the time of the acquisition.

The acquisition of shares, which must be fully paid, must enable the FCC Group company that acquired them to appropriate the restricted reserves required in article 79.3 of the Public Corporations Act.

The authorisation to acquire own shares granted to the Board by resolution of the General Meeting of the Company on 18 June 2008 is hereby revoked."

7. Reduction of capital through amortisation of own shares, delegating to the Board of Directors the necessary powers to execute this resolution (Item 7 of the Agenda)

"In accordance with the Directors' Report, which has been available to the shareholders since the date of the meeting announcement, it is proposed:





One: To reduce the company's share capital by 3,182,582 euro through the amortisation of 3,182,582 own shares which were previously acquired in accordance with authorisation given by the General Meeting of Shareholders at the time, within the limits of articles 75 et seq. and additional provision 1, section 2, of the Public Corporations Act.

Consequently, the text regarding share capital in article 5 of the Articles of Incorporation is amended to read as follows:

"Article 5. Share capital

The share capital is ONE HUNDRED TWENTY-FOUR MILLION, ONE HUNDRED TWENTY THOUSAND, SEVEN HUNDRED FOURTEEN (124,120,714) euro, represented by one hundred twenty-four million, one hundred twenty thousand, seven hundred fourteen (124,120,714) shares with a par value of one euro each. The shares are fully subscribed and paid up".

The reduction in share capital, performed against voluntary reserves, requires the constitution of a reserve for amortised capital equal to the nominal value of the amortised shares which may only be used under the same requirements as for a reduction in share capital, by application of article 167.3 of the Public Corporations Act. Consequently, in accordance with that precept, the company's creditors shall not have the right of opposition referred to in article 166 of the Public Corporations Act as a result of the agreed capital reduction.

The reduction does not include the refund of contributions to shareholders as the amortised shares are owned by the company itself. Therefore, the purpose of the reduction will be to amortise own shares.

Two: To empower the Board of Directors so that, within one year from the date this resolution, it may determine any details not expressly set out in this decision or that may result from this decision, and adopt such resolutions, carry out such actions and grant such public or private documents as may be necessary or advisable for the enforcement of this resolution, including the ability not to perform the capital reduction having regard to the company's interests and, in particular, to market conditions and to any event or circumstance of social or economic relevance that make such a decision advisable, which must be notified to the first General Meeting of Shareholders held after that one-year period has elapsed, or at the next General Meeting of Shareholders if one is held before that period elapses. The powers of the Board of Directors shall include but not be limited to the publication of the legally-required notices, and the presentation of requests and communiqués that are required to delist the amortised shares, which powers may be delegated by the Board of Directors to the bodies or persons it deems appropriate."

8. Reappointment of auditors for the company and its consolidated group. (Item 8 of the Agenda)

It is proposed: "To re-appoint, as auditor of the Company and of its consolidated group for 2010, following a favourable report from the Audit and Control Committee, DELOITTE, S.L., with registered office in Madrid, Plaza Pablo Ruiz Picasso 1, registered in the Madrid Mercantile Register, volume 13,650, sheet 188,





section 8, page M-54414, and registered in ROAC under no. S-0692 and with company tax number B79104469."

9. To give broad powers to the directors to implement, notarise, register, rectify and execute the adopted resolutions. (Item 9 of the Agenda)

It is proposed: "To empower all the members of the Company's Board of Directors, in the broadest terms, so that any of them, without distinction, may notarise the resolutions adopted by the General Meeting, with the powers to remedy, rectify and interpret their wording on the basis of the verbal or written comments by the Mercantile Register and for the sole purpose of registration therein. That authorisation also extends to granting any type of public or private document that may be required to enforce, implement and formalise all the resolutions adopted by the Meeting, without limitation."

10. Approval, where applicable, of the Meeting's minutes in any of the ways established in article 113 of the consolidated text of the Public Corporations Act, or application of the provisions of article 114 of said Act. (Item 10 of the Agenda)

Although it is proposed to approve the minutes of the Meeting in any of the ways established in article 113 of the Public Corporations Act, shareholders are informed that the Board of Directors intends to engage a notary to attend and minute the Meeting.





REPORT TO SHAREHOLDERS ON THE DIRECTORS' DECLARATION OF LIABILITY FOR THE CONTENT OF THE FINANCIAL STATEMENTS FOR BOTH THE COMPANY AND THE CONSOLIDATED GROUP.

This report is issued in accordance with article 8.1.b) of Royal Decree 1362/2007 of 19 October, which implements Act 24/1988 of 28 July on the Securities Market, regarding transparency requirements in relation to information on issuers whose securities are listed on an official secondary market or on another regulated market in the European Union, which establishes the following:

"Declarations of liability for their content, which must be signed by directors, clearly identifying their names and posts, that, to the best of their knowledge and belief, the financial statements drafted in accordance with the applicable accounting standards provide a true and fair view of the net worth, financial position and results of the issuer and of the companies in its consolidation scope taken as a whole, and that the directors' report contains an accurate analysis of the evolution, business results and position of the issuer and of the companies in its consolidation scope taken as a whole, together with a description of the main risks and uncertainties which they face."

All members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. have signed the Financial Statements and the Directors' Report of the Parent Company and the Consolidated Group for the year ended on 31 December 2008, which contain the following statement:

"In accordance with Royal Decree 1362/2007 of 19 October (art. 8.1.b), the undersigned Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. make the following declaration of liability:

To the best of their knowledge and belief, the financial statements drafted in accordance with the applicable accounting standards provide a true and fair view of the net worth, financial position and results of the issuer and of the companies in its consolidation scope taken as a whole, and the directors' report contains an accurate analysis of the evolution, business results and position of the issuer and of the companies in its consolidation scope taken as a whole, together with a description of the main risks and uncertainties which they face."

Additionally, the Directors also set out their declaration of liability in resolution no. 4 in the minutes of the Board of Directors meeting held on 25 February 2009, with the following wording:

"[...]"

Additionally, by application of article 8.1.b) of Royal Decree 1362/2007, of 19 October 2007, implementing the Securities Market Act (Act 24/1998, of 28 July), with respect to the transparency requirements for the regulated disclosures of listed issuers, each and every one of the Board members must make a declaration of liability with respect to the financial statements to the effect that, to the best of their knowledge and belief, the financial statements drafted in accordance with the applicable accounting standards provide a true and fair view of the net worth, financial position and results of the issuer and of the companies in its consolidation scope taken as a whole, and that





the directors' report contains an accurate analysis of the evolution, business results and position of the issuer and of the companies in its consolidation scope taken as a whole, together with a description of the main risks and uncertainties which they face."
[...]

All the members of the Board who were present at the meeting stated, in accordance with article 10 of the Rules of the Board of Directors, that before signing the authorisation of the financial statements they had access to the report drafted by the Audit and Control Committee and, generally, to the information needed for such authorisation and for the mandatory declaration of liability, and they unanimously adopted the following resolution to authorise the parent company and consolidated financial statements for 2008:

"Declare that each and every one of the members of the Board accepts liability for the content of the financial statements in that, to the best of their knowledge and belief, the financial statements drafted in accordance with the applicable accounting standards provide a true and fair view of the net worth, financial position and results of the issuer and of the companies in its consolidation scope taken as a whole, and that the directors' report contains an accurate analysis of the evolution, business results and position of the issuer and of the companies in its consolidation scope taken as a whole, together with a description of the main risks and uncertainties which they face."

With the foregoing, the Board of Directors has complied with the obligation established in article 8.1.b) of Royal Decree 1362/2007, of 19 October.





BRIEF PROFESSIONAL PROFILE OF THE DIRECTORS (ITEM 3 OF THE AGENDA)

In accordance with art. 6 of the Rules of the General Meeting of Shareholders with regard to proposals for the re-appointment of Directors, shareholders must be provided with their professional profile and: (i) biographical profile; (ii) other Boards of Directors to which they have belonged, both listed and unlisted companies; (iii) indication of the category of director to which they belong, specifying, in the case of proprietary directors, the shareholder at whose request the re-appointment has been proposed, or with whom they have ties; (iv) date of their first appointment as a director of the Company, and date of their subsequent appointments; (v) Company shares and share options which they possess.

Three A: Reappointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director.

EAC INVERSIONES CORPORATIVAS, S.L.

(i) Biographical profile:

Below is transcribed the professional profile of Ms Alicia Alcocer Koplowitz, the natural person currently representing this director:

Law degree from CEU San Pablo University in Madrid. She is a representative of EAC INVERSIONES CORPORATIVAS, S.L., which is a director of FCC, S.A., and in that capacity, a member of its Executive Committee, Audit and Control Committee and Appointments and Remuneration Committee.

She is a member of the board of trustees of the Esther Koplowitz Foundation.

(ii) Directorships held in other companies, listed or otherwise;

Ms Alicia Alcocer Koplowitz is also a director, under the conditions indicated in section (i), of Cementos Portland Valderrivas, S.A., and a member of its Appointments and Remuneration Committee and its Executive Committee. She is also a director of FCC Construcción, S.A. (representing MELIOTO, S.L.).

She is also a director of B 1998, S.L. (FCC's controlling shareholder), representing Dominum, Dirección y Gestión, S.A.

(iii) Indication of the director's classification; in the case of proprietary directors, stating the shareholder they represent or with which they have ties:

Proprietary director.

Shareholder proposing their re-appointment or to which they have ties: B 1998, S.L.





(iv) Date of their first and subsequent appointments as a company director:

Date of first appointment: 30-03-1999
Date of latest appointment: 23-06-2004

(v) FCC shares and stock options owned by EAC INVERSIONES CORPORATIVAS, S.L.:

No. shares: 32

Three B: Re-appointment of Mr Rafael Montes Sánchez as proprietary director

Mr RAFAEL MONTES SÁNCHEZ

(i) Biographical profile:

Mining engineer. He has held the posts of Managing Director and Chairman of FCC, S.A. He is Chairman of FCC Foundation and a Director of Cementos Portland Valderrivas, S.A., FCC Construcción, S.A. and B 1998, S.L.

His career began in the construction sector at Construcciones e Ingeniería, S.A., Goyza and Laing, S.A. In 1967, he was hired by Ramón Areces, founder of El Corte Inglés, to join the executive team at Construcciones y Contratas, S.A. as head of the Projects, Analysis and Bidding Department. He was later appointed as General Manager of Building and Real Estate and was responsible for the Company's diversification.

(ii) Directorships held in other companies, listed or otherwise;

COMPANY	POSITION
CEMENTOS PORTLAND VALDERRIVAS, S.A.	DIRECTOR
	MEMBER OF EXECUTIVE COMMITTEE
B 1998, S.L.	DIRECTOR
FCC CONSTRUCCIÓN, S.A.	DIRECTOR
REALIA BUSINESS, S.A.	DIRECTOR

(iii) Indication of the director's classification; in the case of proprietary directors, stating the shareholder they represent or with which they have ties:

Proprietary director.
Shareholder proposing their re-appointment or to which they have ties: B 1998, S.L.

(iv) Date of their first and subsequent appointments as a company director:

Date of first appointment: 06-03-1992
Date of latest appointment: 23-06-2004

(v) FCC shares and stock options owned by Mr Rafael Montes Sánchez:

- Direct: 98.903
- Indirect: 22.310





REPORT from the Board of Directors OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. regarding the proposed AMENDMENT TO THE ARTICLES OF INCORPORATION (Item 4 of the Agenda).

1. PURPOSE OF THE REPORT

In accordance with article 144.1a) of Public Corporations Act (Ley de Sociedades Anónimas "LSA"), this report was drafted by the Board of Directors on 5 May 2009 to justify the proposal for the amendment of articles 17 and 42 of the Articles of Incorporation of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

2. JUSTIFICATION OF THE PROPOSAL

The amendments to the Articles of Incorporation that are submitted to the General Meeting of Shareholders for approval aim to introduce specific technical improvements to the text of the Articles of Incorporation as a result of recent regulatory reforms which affect articles 17 and 42.

Regarding article 17 on the constitution of the General Meeting of Shareholders, it is proposed to amend the second paragraph which regulates special situations for the constitution of the General Meeting of Shareholders with a view to including the new situations added by Final Provision 1.15 of *Law 3/2009, of 3 April, on Structural Amendments to Mercantile Companies*, which amends article 103.1 of Public Corporations Act.

The new regulation increases the number of situations that require a superquorum in the General Meeting of Shareholders, adding to those contained in the previous regulation (bond issues, the change of corporate form, the merger or demerger of the company, a capital increase or decrease, and amendments to the Articles of Incorporation) the following: the transfer en bloc of assets and liabilities, the overriding or limitation of pre-emptive subscription rights to new shares, and the transfer of the domicile to another country.

It is also proposed to amend article 42 of the Articles of Incorporation relating to the annual accounts to adapt it to the new wording of article 172 of Public Corporations Act as amended by *Law 16/2007 of 4 July, on the reform and adaptation of mercantile legislation on accounting measures for its international harmonisation with European Union regulation*, which regulates the content of annual accounts by adding, to the balance sheet, income statement and notes, two new accounting documents: a statement of changes in net equity in the year and a cash flow statement.

For these purposes, it is proposed to eliminate the reference in article 42.2 of the Articles of Incorporation stating that annual accounts "*will include the balance sheet, income statement and notes*".

For comparison purposes, the current and proposed wording of the aforementioned articles of the Articles of Incorporation are set out below:





CURRENT WORDING	PROPOSED WORDING
<p style="text-align: center;">Article 17. Constitution of the General Meeting.</p> <p>The Ordinary and Extraordinary General Meeting will be validly convened on the original meeting date when the shareholders present or represented account for at least fifty percent (50%) of the subscribed capital with voting rights; on the alternate date, the meeting shall be validly convened when the shareholders present or represented account for at least forty-five (45%) of the subscribed capital with voting rights.</p> <p>Notwithstanding the provisions of the previous paragraph, in order for the Ordinary or Extraordinary General Meeting of Shareholders to validly pass resolutions on debenture issues, capital increases or decreases or the transformation, merger or division of the Company and, in general, any modification of the Articles of Incorporation, it shall be necessary for shareholders accounting for at least fifty percent (50%) of the subscribed capital with voting rights to be present or represented on the original meeting date, while on the alternate date it shall suffice to have shareholders accounting for at least forty-five percent (45%) of the subscribed capital with voting rights to be present or represented.</p> <p>When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting right, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting."</p>	<p style="text-align: center;">Article 17. Constitution of the General Meeting.</p> <p>The Ordinary and Extraordinary General Meeting will be validly convened on the original meeting date when the shareholders present or represented account for at least fifty percent (50%) of the subscribed capital with voting rights; on the alternate date, the meeting shall be validly convened when the shareholders present or represented account for at least forty-five (45%) of the subscribed capital with voting rights.</p> <p>Notwithstanding the provisions of the previous paragraph, in order for the Ordinary or Extraordinary General Meeting of Shareholders to validly pass resolutions on debenture issues, capital increases or decreases or the transformation, merger or division of the Company, <u>the transfer en bloc of assets and liabilities, the overriding or limiting of pre-emptive subscription rights to new shares, the transfer of the domicile to another country</u> and, in general, any modification of the Articles of Incorporation, it shall be necessary for shareholders accounting for at least fifty percent (50%) of the subscribed capital with voting rights to be present or represented on the original meeting date, while on the alternate date it shall suffice to have shareholders accounting for at least forty-five percent (45%) of the subscribed capital with voting rights to be present or represented.</p> <p>When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting right, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting."</p>





<p>Article 42. The Annual Accounts.</p> <p>As mandated in the Commerce Code, the Company must keep orderly accounting records of its business activities which make it possible to follow its operations chronologically and must also prepare inventories and balance sheets. The accounting records must be authenticated by the Business Register where the company has its headquarters.</p> <p>The Directors are obligated to compile, within three months of the end of the financial year, the Annual Accounts, the Directors' Report and the Proposal for the Application of Profits/Losses, as well as the consolidated Accounts and Directors' Report, where applicable. The annual accounts shall include the Balance Sheet, the Profit and Loss Account and the Annual Report. These documents, which are considered a single unit, shall be written clearly and shall reflect a true image of the Company's wealth, its financial situation and its economic results, according to the provisions of the Public Corporations Act and shall be signed by the Directors.</p>	<p>Article 42. The Annual Accounts.</p> <p>As mandated in the Commerce Code, the Company must keep orderly accounting records of its business activities which make it possible to follow its operations chronologically and must also prepare inventories and balance sheets. The accounting records must be authenticated by the Business Register where the company has its headquarters.</p> <p>The Directors are obligated to compile, within three months of the end of the financial year, the Annual Accounts, the Directors' Report and the Proposal for the Application of Profits/Losses, as well as the consolidated Accounts and Directors' Report, where applicable. The annual accounts shall include the Balance Sheet, the Profit and Loss Account and the Annual Report. These documents, which are considered a single unit, shall be written clearly and shall reflect a true image of the Company's wealth, its financial situation and its economic results, according to the provisions of the Public Corporations Act and the Commerce Code and shall be signed by all the Directors.</p>
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REPORT by the Board of Directors OF FOMENTOS DE CONSTRUCCIONES Y CONTRATAS, S.A. on the proposed AMENDMENT TO THE RULES OF THE GENERAL MEETING OF SHAREHOLDERS (Item 5 of the Agenda).

1. PURPOSE OF THE REPORT

This report is drafted by the Board of Directors meeting on 5 May 2009 to justify the amendment of article 11 of the Rules of the General Meeting of Shareholders of FOMENTO CONSTRUCCIONES Y CONTRATAS, S.A.

2. JUSTIFICATION OF THE PROPOSAL

The amendment to article 11 that is submitted to the General Meeting of Shareholders for approval aims to adapt its content, in coordination with the proposal to amend article 17 of the Articles of Incorporation that has been made available to shareholders, to the new wording of article 103 of Public Corporations Act, as amended by *Law 3/2009, of 3 April, on Structural Amendments to Mercantile Companies*, which imposes special quorum requirements for overriding or limiting pre-emptive subscription rights to new shares, transferring assets and liabilities en bloc, and transferring the corporate domicile to another country.

Accordingly, it is proposed to amend article 11.8 which regulates special situations for the constitution of the Meeting with a view to including the new situations added by aforementioned Law 3/2009.

For comparison purposes, the current and proposed new wording of article 11 of the Rules of the General Meeting of Shareholders is attached:

CURRENT WORDING	PROPOSED WORDING
<p>Article 11. Constitution of the General Meeting of Shareholders</p> <p>1. Starting two hours before the scheduled time for the meeting, on the date and at the time and place indicated in the announcement of the General Meeting of Shareholders, shareholders or their duly assigned proxies may present, to the personnel in charge of registering attendees, the documents accrediting their right to attend the meeting or to represent their principals, as the</p>	<p>Article 11. Constitution of the General Meeting of Shareholders</p> <p>1. Starting two hours before the scheduled time for the meeting, on the date and at the time and place indicated in the announcement of the General Meeting of Shareholders, shareholders or their duly assigned proxies may present, to the personnel in charge of registering attendees, the documents accrediting their right to attend the meeting or to represent their principals, as the</p>



<p>case may be. Meeting attendance rights will be accredited by presenting the certificate, issued by the entities in charge of registering the Company's shares, accrediting the registration, in the shareholders' name, of at least one share at least five days in advance of the Meeting date.</p> <p>Shareholders wishing to cast their votes by distance means of communication, in those cases where this possibility is envisaged in the meeting announcement, will accredit their identity and shareholder status in the manner determined by the Board of Directors in the announcement.</p> <p>2. The shareholders or their proxies who arrive at the meeting after it has been called to order and has begun to discuss the items on the agenda will not be included in the list of attendees.</p> <p>3. The list of attendees will be included at the beginning of minutes or appended to it as an annex signed by the Secretary and countersigned by the Chairman.</p> <p>Shareholders who vote using distance means, as provided for in the meeting announcement, will be counted as present for the purposes of determining the quorum of the General Meeting of Shareholders.</p> <p>4. Once there is a quorum, the Meeting will be called to order at the pre-established place, date and time, at either first or second call.</p> <p>5. The Chairman or Secretary will read the announcement, or may take it as read if none of the shareholders object, and then state the total figures from the</p>	<p>case may be. Meeting attendance rights will be accredited by presenting the certificate, issued by the entities in charge of registering the Company's shares, accrediting the registration, in the shareholders' name, of at least one share at least five days in advance of the Meeting date.</p> <p>Shareholders wishing to cast their votes by distance means of communication, in those cases where this possibility is envisaged in the meeting announcement, will accredit their identity and shareholder status in the manner determined by the Board of Directors in the announcement.</p> <p>2. The shareholders or their proxies who arrive at the meeting after it has been called to order and has begun to discuss the items on the agenda will not be included in the list of attendees.</p> <p>3. The list of attendees will be included at the beginning of the minutes or appended to it as an annex signed by the Secretary and countersigned by the Chairman.</p> <p>Shareholders who vote using distance means, as provided for in the meeting announcement, will be counted as present for the purposes of determining the quorum of the General Meeting of Shareholders.</p> <p>4. Once there is a quorum, the Meeting will be called to order at the pre-established place, date and time, at either first or second call.</p> <p>5. The Chairman or Secretary will read the announcement, or may take it as read if none of the shareholders object, and then state the total figures from the</p>
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<p>attendance list, indicating the number of voting shareholders in attendance and represented at the meeting, the number of shares held by each category and the percentage of share capital they represent.</p> <p>6. Once this information is publicly announced by the Chairman or the Secretary, the Chairman will then state whether or not the meeting is quorate. The notary public, if there is one, will ask the assembly if there are any objections to the Chairman's statements regarding the numbers of shareholders in attendance and the share capital they represent. Any questions or claims submitted to the notary or to the Secretary, if there is no notary, will be reflected in the minutes and resolved by the Chairman.</p> <p>7. Following this, the Chairman will call the meeting to order, if appropriate.</p> <p>8. Both ordinary and extraordinary General Meeting of Shareholders will be quorate:</p> <ul style="list-style-type: none">- Generally speaking, at first call when the shareholders present or represented possess at least fifty percent of the subscribed capital with voting rights. At second call, when the shareholders present or represented possess at least forty-five percent of the subscribed voting capital.- In order for the General Meeting of Shareholders to validly pass resolutions on debenture issues, capital increases or decreases or the transformation, merger or division of the Company and, in general, any modification of the Articles of Incorporation, it shall be necessary for shareholders	<p>attendance list, indicating the number of voting shareholders in attendance and represented at the meeting, the number of shares held by each category and the percentage of share capital they represent.</p> <p>6. Once this information is publicly announced by the Chairman or the Secretary, the Chairman will then state whether or not the meeting is quorate. The notary public, if there is one, will ask the assembly if there are any objections to the Chairman's statements regarding the numbers of shareholders in attendance and the share capital they represent. Any questions or claims submitted to the notary or to the Secretary, if there is no notary, will be reflected in the minutes and resolved by the Chairman.</p> <p>7. Following this, the Chairman will call the meeting to order, if appropriate.</p> <p>8. Both ordinary and extraordinary General Meeting of Shareholders will be quorate:</p> <ul style="list-style-type: none">- Generally speaking, at first call when the shareholders present or represented possess at least fifty percent of the subscribed capital with voting rights. At second call, when the shareholders present or represented possess at least forty-five percent of the subscribed voting capital.- In order for the General Meeting of Shareholders to validly approve bond issues, capital increases or reductions, the change of corporate form, or the merger or demerger of the Company, <u>the transfer en bloc of assets and liabilities, the overriding or limiting of preemptive subscription rights to</u>
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<p>accounting for at least fifty percent (50%) of the subscribed capital with voting rights to be present or represented on the original meeting date, At second call, it will suffice for shareholders accounting for at least forty-five percent (45%) of the subscribed voting capital to be present or represented.</p> <p>- When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting rights, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting.</p> <p>9. If it is necessary, for any reason, to hold the meeting in separate rooms, audio-visual equipment will be set up to permit interactivity and intercommunication between the rooms in real time and, therefore, the transaction of the meeting as a single act."</p>	<p><u>new shares, the transfer of domicile to another country</u> and, generally, any amendment of the Articles of Incorporation, at least fifty percent (50%) of the subscribed voting capital must be present or represented at first call. At second call, it will suffice for shareholders accounting for at least forty-five percent (45%) of the subscribed voting capital to be present or represented.</p> <p>- When the shareholders in attendance or represented account for less than fifty percent (50%) of the subscribed capital with voting rights, the resolutions referred to in the previous paragraph may only be validly passed with the favourable vote of two-thirds of the share capital present or represented at the Meeting.</p> <p>9. If it is necessary, for any reason, to hold the meeting in separate rooms, audio-visual equipment will be set up to permit interactivity and intercommunication between the rooms in real time and, therefore, the transaction of the meeting as a single act."</p>
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DIRECTORS' REPORT

ON THE REDUCTION OF CAPITAL THROUGH AMORTISATION OF OWN SHARES, DELEGATING TO THE BOARD OF DIRECTORS THE NECESSARY POWERS TO EXECUTE THIS RESOLUTION. (ITEM 7 OF THE AGENDA).

The Agenda for the Ordinary General Meeting of Shareholders of Fomento de Construcciones y Contratas, S.A., convened for 10 and 11 June 2009, at first and second call, respectively, includes, in item 7, a proposal to reduce capital by 3,182,582 euro through the amortisation of 3,182,582 own shares, the nominal value of which is 3,182,582 euro.

As a result of this capital reduction by an amount equivalent to the nominal value of the 3,182,582 own shares of the Company (2.5% of capital) which are to be amortised, Article 5 ("Share capital") of the Articles of Incorporation will be amended; for this reason, in accordance with article 164.1, in relation to article 144.1.a), the Directors of the Company submit this Report.

In the framework of shareholder remuneration policy established by FCC, the Board of Directors considers one component of remuneration can be a reduction of capital by an amount equivalent to the nominal value of certain own shares, by amortising them, thereby increasing the earnings per share of the remaining shares.

Once the resolution to reduce capital has been adopted and implemented, article 5 of the Company's Articles of Incorporation will be amended to reflect the new figure and the new number of outstanding shares; the new text will read:

"Article 5. Share capital

The share capital is ONE HUNDRED TWENTY-FOUR MILLION, ONE HUNDRED TWENTY THOUSAND, SEVEN HUNDRED FOURTEEN (124,120,714) euro, represented by one hundred twenty-four million, one hundred twenty thousand, seven hundred fourteen (124,120,714) shares with a par value of one euro each. The shares are fully subscribed and paid up."

The reduction in share capital, performed against voluntary reserves, requires the constitution of a reserve for amortised capital equal to the nominal value of the amortised shares which may only be used under the same requirements as for a reduction in share capital, by application of article 167.3 of the Public Corporations Act. Consequently, in accordance with that precept, the company's creditors shall not have the right of opposition referred to in article 166 of the Public Corporations Act as a result of the agreed capital reduction.

The reduction will not include the refund of contributions to shareholders as the amortised shares are owned by the company itself. Therefore, the only purpose of the reduction will be to amortise own shares.





With a view to expediting the execution of this resolution, it is proposed to empower the Board of Directors so that, within one year from the date of this resolution, it may determine any details not expressly set out in this decision or that may result from this decision, and adopt such resolutions, carry out such actions and grant such public or private documents as may be necessary or advisable for the enforcement of this resolution, including the ability not to perform the capital reduction having regard to the company's interests and, in particular, to market conditions and to any event or circumstance of social or economic relevance that make such a decision advisable, which must be notified to the first General Meeting of Shareholders held after that one-year period has elapsed, or at the next General Meeting of Shareholders, if one is held before that period elapses.

The Board may delegate some or all of the powers granted to it to the bodies or persons it deems fit.

5 May 2009





**REPORT BY THE BOARD OF DIRECTORS OF FOMENTOS DE CONSTRUCCIONES Y
CONTRATAS, S.A. ON THE AMENDMENT TO THE RULES OF THE BOARD OF
DIRECTORS FOR THE PURPOSES OF ARTICLE 115 OF SECURITIES MARKET
LAW**

1. PURPOSE OF THE REPORT

In accordance with article 115 of Law 24/1998, of 28 July, of the Securities Market, the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter "FCC" or the "Company") approved at its meeting on 5 May 2009 the following Report with a view to informing the General Meeting of Shareholders of amendments introduced in the Rules of the Board of Directors since the last General Meeting of Shareholders.

2. JUSTIFICATION OF THE PROPOSAL

The amendments introduced in the Rules of the Board of Directors affect articles 7, 32 and 42, and were approved by the Board of Directors at its meeting on 5 May 2009.

Article 7.2.b) on the competences of the Board of Directors has been amended to eliminate the list of parent companies of FCC Group to avoid the need to amend the Rules whenever the Group's organisational structure changes.

Article 32.3 on the remuneration of executive directors has been modified so as to clarify, in coherence with the Articles of Incorporation, that executive director remuneration for discharging executive functions is compatible with, and independent of, the remuneration for Board membership.

Article 42 on the Appointments and Remuneration Committee was amended to expressly include, among the competences of the Commission in section 3.f), the power to propose to the Board the distribution among its members of the remuneration decided by the General Meeting of Shareholders, as envisaged in article 32.1 of the Rules of the Board of Directors.

For comparison purposes, the current and proposed wording of articles 7, 32 and 42 of the Rules of the Board of Directors is set out below:

CURRENT WORDING	PROPOSED WORDING
<p>Article 7. Powers of the Board of Directors. Powers that may not be delegated</p> <p>1. The Board of Directors is competent to make decisions about any matter not attributed by Law or the Articles to the General Meeting; it has the highest powers and faculties to</p>	<p>Article 7. Powers of the Board of Directors. Powers that may not be delegated</p> <p>1. The Board of Directors is competent to make decisions about any matter not attributed by Law or the Articles to the General Meeting; it has the highest powers and faculties to</p>



<p>manage, direct, administer and represent the Company, focusing fundamentally on overseeing the day-to-day management of the Company that is entrusted to the executive directors and senior managers, and on all matters of particular importance to the Company.</p> <p>2. In any event, through the passage of resolutions which must be approved in each case as stipulated by law and the Articles of Incorporation, the plenary Board of Directors has exclusive powers over the following formal list of matters, which may not be delegated:</p> <p>a) Appointment and removal of the Chairman, Vice-Chairman, Managing Directors, Secretary and Vice-Secretary of the Board of Directors and, at the proposal of the Managing Director, appointment, removal and, when appropriate, indemnisation clauses for the senior officials in the company's functional areas (Administration, Finance, Human Resources, and the General-Secretariat), of members of the Management Committee and, in general, the Company's Senior Executives.</p> <p>b) Propose to respective Boards of Directors, at the initiative of the Managing Director and through the Company's representatives, the appointment, removal and, when appropriate, indemnity clauses of the Chairmen and General Managers of the parent companies of FCC Group (FCC Construcción, S.A.; FCC Medio Ambiente, S.A.; Aqualia Gestión Integral del Agua, S.A., FCC Versia, S.A, Cementos Pórtland Valderrivas, S.A. and Realía Business, S.A.), acting in this connection in pursuit of the corporate interest of each of the aforementioned subsidiaries.</p> <p>c) Delegating faculties to any of the members of the Board of Directors in the terms established by law and the</p>	<p>manage, direct, administer and represent the Company, focusing fundamentally on overseeing the day-to-day management of the Company that is entrusted to the executive directors and senior managers, and on all matters of particular importance to the Company.</p> <p>2. In any event, through the passage of resolutions which must be approved in each case as stipulated by law and the Articles of Incorporation, the plenary Board of Directors has exclusive powers over the following formal list of matters, which may not be delegated:</p> <p>a) Appointment and removal of the Chairman, Vice-Chairman, Managing Directors, Secretary and Vice-Secretary of the Board of Directors and, at the proposal of the Managing Director, appointment, removal and, when appropriate, indemnisation clauses for the senior officials in the company's functional areas (Administration, Finance, Human Resources, and the General-Secretariat), of members of the Management Committee and, in general, the Company's Senior Executives.</p> <p>b) Propose to respective Boards of Directors, at the initiative of the Managing Director and through the Company's representatives, the appointment, removal and, when appropriate, indemnity clauses of the Chairmen and General Managers of the parent companies of FCC Group (FCC Construcción, S.A.; FCC Medio Ambiente, S.A.; Aqualia Gestión Integral del Agua, S.A., FCC Versia, S.A, Cementos Pórtland Valderrivas, S.A. and Realía Business, S.A.), acting in this connection in pursuit of the corporate interest of each of them the aforementioned subsidiaries.</p> <p>c) Delegating faculties to any of the members of the Board of Directors in</p>
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<p>Articles of Incorporation, and revoking such powers.</p> <p>d) Appointment and removal of Board members as members of the various Committees envisaged in these Rules.</p> <p>e) Supervising the Board's Delegated Committees.</p> <p>f) Appointing Board members by co-option to fill vacancies that arise, until the next General Meeting is held.</p> <p>g) Accepting the resignation of board members.</p> <p>h) Authorising the financial statements and dividend policy for submission and proposal to the General Meeting, and declaring any interim dividends.</p> <p>i) Defining the structure of the Group and coordinating, within the legal limits, the Group's general strategy in the interests of the Company and its subsidiaries with the support of the Strategy Committee and the Managing Director, and disclosing in the Annual Corporate Governance Report the respective areas of activity and any business relations between the Company and its listed subsidiaries that are part of the group, and between those companies and the other Group companies, and the mechanisms established to resolve any conflicts of interest that may arise.</p> <p>j) Approving investments and financing policy, particularly the approval of investments, disinvestments, credit lines, loans, surety or guarantee lines, and other financial facilities within the limits that the Board of Directors itself establishes as well as investments and any other type of transactions whose specific circumstances make them strategic.</p> <p>k) The general organising powers of the Board of Directors, particularly the power to amend these Rules.</p> <p>l) The powers vested in the Board of Directors by the General Meeting, which may only be delegated with the express consent of the General Meeting.</p>	<p>the terms established by law and the Articles of Incorporation, and revoking such powers.</p> <p>d) Appointment and removal of Board members as members of the various Committees envisaged in these Rules.</p> <p>e) Supervising the Board's Delegated Committees.</p> <p>f) Appointing Board members by co-option to fill vacancies that arise, until the next General Meeting is held.</p> <p>g) Accepting the resignation of board members.</p> <p>h) Authorising the financial statements and dividend policy for submission and proposal to the General Meeting, and declaring any interim dividends.</p> <p>i) Defining the structure of the Group and coordinating, within the legal limits, the Group's general strategy in the interests of the Company and its subsidiaries with the support of the Strategy Committee and the Managing Director, and disclosing in the Annual Corporate Governance Report the respective areas of activity and any business relations between the Company and its listed subsidiaries that are part of the group, and between those companies and the other Group companies, and the mechanisms established to resolve any conflicts of interest that may arise.</p> <p>j) Approving investments and financing policy, particularly the approval of investments, disinvestments, credit lines, loans, surety or guarantee lines, and other financial facilities within the limits that the Board of Directors itself establishes as well as investments and any other type of transactions whose specific circumstances make them strategic.</p> <p>k) The general organising powers of the Board of Directors, particularly the power to amend these Rules.</p> <p>l) The powers vested in the Board of Directors by the General Meeting, which may only be delegated with the express consent of the General</p>
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Meeting.

<p>Article 32. Remuneration of directors.</p> <p>1. Based on a proposal by the Appointments and Remuneration Committee, the Board will distribute among its members the remuneration decided by the General Meeting of shareholders, as provided in the Articles of Incorporation and in line with the criteria envisaged in this article, each director being entitled to receive the remuneration established by the Board of Directors.</p> <p>Without prejudice to the foregoing, the Company will arrange civil liability insurance for its directors.</p> <p>2. The Board will draft a report on the directors' remuneration policy for the current year and for future years, as the case may be, to be made available to shareholders from the date of notice of the General Meeting of Shareholders. The report will include all aspects referred to in the last paragraph of section 2, except those potentially entailing the disclosure of commercially sensitive information, while also referring to any changes in remuneration policy with respect to the previous year, with a global summary of the policy in the previous year, and details of the role of the Appointments and Remuneration Committee in designing the remuneration policy, along with the identity of any external advisors engaged by that Committee.</p> <p>In setting the remuneration policy, the Board must apply the following criteria: (i) external directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence; (ii) remuneration comprising the delivery of shares in the Company or</p>	<p>Article 32. Remuneration of directors.</p> <p>1. Based on a proposal by the Appointments and Remuneration Committee, the Board will distribute among its members the remuneration decided by the General Meeting of shareholders, as provided in the Articles of Incorporation and in line with the criteria envisaged in this article, each director being entitled to receive the remuneration established by the Board of Directors.</p> <p>Without prejudice to the foregoing, the Company will arrange civil liability insurance for its directors.</p> <p>2. The Board will draft a report on the directors' remuneration policy for the current year and for future years, as the case may be, to be made available to shareholders from the date of notice of the General Meeting of Shareholders. The report will include all aspects referred to in the last paragraph of section 2, except those potentially entailing the disclosure of commercially sensitive information, while also referring to any changes in remuneration policy with respect to the previous year, with a global summary of the policy in the previous year, and details of the role of the Appointments and Remuneration Committee in designing the remuneration policy, along with the identity of any external advisors engaged by that Committee.</p> <p>In setting the remuneration policy, the Board must apply the following criteria: (i) external directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence; (ii) remuneration comprising the delivery of shares in the Company or</p>
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other companies in the Group, share options or other share-based instruments, variable remuneration linked to the Company's performance or membership of pension schemes should be confined to executive directors except where directors are obliged to retain the shares until the end of their tenure; (iii) in the case of remuneration linked to Company earnings, they should take account of any qualifications in the external auditor's report that lead to a reduction in such earnings; (iv) in the case of variable awards, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, atypical or exceptional transactions or circumstances of this kind.

The remuneration policy approved by the Board must necessarily address the following issues, where they arise: (i) the amount of the fixed components, itemised where necessary, of board and board committee attendance fees, with an estimate of the fixed annual payment to which they give rise; (ii) variable components, in particular the types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items; performance evaluation criteria used to calculate entitlement to the award of shares or share options or any performance-related remuneration; the main parameters and grounds for any system of annual bonuses or other, non-cash benefits; and an estimate of the sum total of variable payments arising from the proposed remuneration policy, as a function of degree of compliance with pre-set targets or benchmarks; (iii) The main characteristics of providential systems (e.g. supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost; (iv) and the

other companies in the Group, share options or other share-based instruments, variable remuneration linked to the Company's performance or membership of pension schemes should be confined to executive directors except where directors are obliged to retain the shares until the end of their tenure; (iii) in the case of remuneration linked to Company earnings, they should take account of any qualifications in the external auditor's report that lead to a reduction in such earnings; (iv) in the case of variable awards, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, atypical or exceptional transactions or circumstances of this kind.

The remuneration policy approved by the Board must necessarily address the following issues, where they arise: (i) the amount of the fixed components, itemised where necessary, of board and board committee attendance fees, with an estimate of the fixed annual payment to which they give rise; (ii) variable components, in particular the types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items; performance evaluation criteria used to calculate entitlement to the award of shares or share options or any performance-related remuneration; the main parameters and grounds for any system of annual bonuses or other, non-cash benefits; and an estimate of the sum total of variable payments arising from the proposed remuneration policy, as a function of degree of compliance with pre-set targets or benchmarks; (iii) The main characteristics of providential systems (e.g. supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost; (iv) and the



<p>conditions to apply to the contracts of executive directors exercising senior management functions, including duration, notice periods and any other clauses covering hiring bonuses, as well as indemnities or 'golden parachutes' in the event of early termination of the contractual relation between Company and executive director.</p> <p>3. The remuneration paid to the executive directors for the performance of their functions will be disclosed as part of the information included in the Annual Corporate Governance Report.</p>	<p>conditions to apply to the contracts of executive directors exercising senior management functions, including duration, notice periods and any other clauses covering hiring bonuses, as well as indemnities or 'golden parachutes' in the event of early termination of the contractual relation between Company and executive director.</p> <p>3. The remuneration paid to the executive directors for discharging their executive functions, <u>which, as provided by article 37 of the Articles of Incorporation, is compatible with, and independent of, the remuneration for Board membership</u>, will be disclosed as part of the information included in the Annual Corporate Governance Report.</p>
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<p>Article 42. Appointments and Remuneration Committee</p> <p>1. FCC's Board of Directors will establish, on a permanent basis, an Appointments and Remuneration Committee comprising at least three (3) directors, the majority of its members being external directors; the Committee will appoint a Chairman from among its non executive members. The term of the members of the Appointments and Remuneration Committee may not exceed their terms as directors, notwithstanding the possibility that they may be re-appointed indefinitely so long as they are also re-appointed as directors.</p> <p>2. The Appointments and Remuneration Committee will govern its own affairs in accordance with the Articles of Incorporation and these Rules. The Committee will designate a Secretary, who need not be a member of the Committee, to aid the Chairman and provide for the smooth operation</p>	<p>Article 42. Appointments and Remuneration Committee</p> <p>1. FCC's Board of Directors will establish, on a permanent basis, an Appointments and Remuneration Committee comprising at least three (3) directors, the majority of its members being external directors; the Committee will appoint a Chairman from among its non executive members. The term of the members of the Appointments and Remuneration Committee may not exceed their terms as directors, notwithstanding the possibility that they may be re-appointed indefinitely so long as they are also re-appointed as directors.</p> <p>2. The Appointments and Remuneration Committee will govern its own affairs in accordance with the Articles of Incorporation and these Rules. The Committee will designate a Secretary, who need not be a member of the Committee, to aid the Chairman and provide for the smooth operation of the Committee, duly reflecting, in</p>
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of the Committee, duly reflecting, in the meeting minutes, the business transacted, the deliberations and the resolutions adopted; the minutes must be signed by the members of the Committee who attended the meeting in question. The members of the Appointments and Remuneration Committee will step down from the Committee when they step down as directors or when decided by the Board of Directors. The Appointments and Remuneration Committee will be quorate when at least one-half plus one of its members are present or represented at the meeting; it will adopt decisions by majority vote of those present or represented, and the Chairman will have a casting vote.

3. The Appointments and Remuneration Committee will have the powers to inform, advise and propose within its areas of competence, and it will have the following functions in particular, in addition to those already indicated in these Rules:

a) Evaluating the balance of skills, knowledge and experience on the board, defining the roles and capabilities required of the candidates to fill each vacancy, and deciding the time and dedication necessary for them to properly perform their duties.

Any director member may suggest directorship candidates to the Appointments and Remuneration Committee for its consideration.

b) Examining or organising appropriately the succession of the chairman and chief executive, making recommendations to the board so the handover proceeds in a planned and orderly manner.

c) Proposing the appointment and reappointment of independent directors and advising on proposals for the appointment and reappointment of

the meeting minutes, the business transacted, the deliberations and the resolutions adopted; the minutes must be signed by the members of the Committee who attended the meeting in question. The members of the Appointments and Remuneration Committee will step down from the Committee when they step down as directors or when decided by the Board of Directors. The Appointments and Remuneration Committee will be quorate when at least one-half plus one of its members are present or represented at the meeting; it will adopt decisions by majority vote of those present or represented, and the Chairman will have a casting vote.

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b) Examining or organising appropriately the succession of the chairman and chief executive, making recommendations to the board so the handover proceeds in a planned and orderly manner.

c) Proposing the appointment and reappointment of independent directors and advising on proposals for the appointment and reappointment of the other directors.



<p>the other directors.</p> <p>d) Advising on proposals to maintain independent directors in their positions after 12 years and advising on proposals for the removal of independent directors, in accordance with article 20.3.</p> <p>e) Advising on the appointment and removal of senior executives proposed to the Board by the chief executive, and proposing the candidates for senior executive positions in the Company, in addition to those envisaged in article 2.2. of these rules, and making the proposals for reprimands envisaged in article 20.2.d of these Rules.</p> <p>The Committee will also issue a report before any appointment to a position or office whose annual remuneration is equal to or greater than the figure established by the Appointments and Remuneration Committee and reported to the Board of Directors in each case.</p> <p>f) Overseeing compliance with the Company's remuneration policy and, in particular, proposing to the Board of Directors the remuneration policy for directors and senior executives, the remuneration of the executive directors and the other conditions of their contracts, and the basic conditions for the contracts for senior executives, advising and proposing on multi-year incentive plans for the Company's senior management, particularly those related to the value of the shares.</p> <p>g) Preparing and maintaining a record of the status of directors and senior executives of FCC.</p> <p>h) Ensuring that the procedures for filling vacancies on the Board are not subject to implicit bias against the selection of female directors, so as to ensure that the Company deliberately</p>	<p>d) Advising on proposals to maintain independent directors in their positions after 12 years and advising on proposals for the removal of independent directors, in accordance with article 20.3.</p> <p>e) Advising on the appointment and removal of senior executives proposed to the Board by the chief executive, and proposing the candidates for senior executive positions in the Company, in addition to those envisaged in article 2.2. of these rules, and making the proposals for reprimands envisaged in article 20.2.d of these Rules.</p> <p>The Committee will also issue a report before any appointment to a position or office whose annual remuneration is equal to or greater than the figure established by the Appointments and Remuneration Committee and reported to the Board of Directors in each case.</p> <p>f) Overseeing compliance with the Company's remuneration policy and, in particular, proposing to the Board of Directors the remuneration policy for directors and senior executives, the remuneration of the executive directors and the other conditions of their contracts, and the basic conditions for the contracts for senior executives, advising and proposing on multi-year incentive plans for the Company's senior management, particularly those related to the value of the shares. <u>Proposing to the Board of Directors the distribution among its the Directors of the remuneration for Board membership decided by the General Meeting of Shareholders in accordance with the Articles of Incorporation and these Rules.</u></p> <p>g) Preparing and maintaining a record of the status of directors and senior executives of FCC.</p>
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<p>seeks and short-lists women with the necessary professional profile, and the Annual Corporate Governance Report must disclose the reason why there are few or no female directors and the initiatives adopted to correct this situation.</p> <p>i) Advising on the proposed appointment of members of the Board of Directors committees.</p> <p>j) Advising on the appointment and removal of the Secretary of the Board.</p> <p>k) Verifying the qualifications of the directors under article 6.4.</p> <p>l) Receiving the information provided by directors under Article 24.2 of these Rules.</p> <p>m) Advising on any professional or commercial transactions referred to in Article 25.3 of these Rules.</p> <p>n) Advising on the use, for the benefit of a director, of business opportunities or assets of FCC which previously studied and ruled out by the FCC Group, as referred to in Article 27.1 and 27.3 of these Rules.</p> <p>o) Receiving and filing, in the record of status referred to in item e) above, the personal information provided by the directors as established in Article 29 of these Rules.</p> <p>p) Requesting, as necessary, the inclusion of items in the agenda of Board meetings, under the conditions and by the deadlines established in Article 38.3 of these Rules.</p> <p>The Appointments and Remuneration Committee must consult with the Company's Chairman and Chief Executive in matters relating to the executive directors and senior executives.</p> <p>4. The Appointments and</p>	<p>h) Ensuring that the procedures for filling vacancies on the Board are not subject to implicit bias against the selection of female directors, so as to ensure that the Company deliberately seeks and short-lists women with the necessary professional profile, and the Annual Corporate Governance Report must disclose the reason why there are few or no female directors and the initiatives adopted to correct this situation.</p> <p>i) Advising on the proposed appointment of members of the Board of Directors committees.</p> <p>j) Advising on the appointment and removal of the Secretary of the Board.</p> <p>k) Verifying the qualifications of the directors under article 6.4.</p> <p>l) Receiving the information provided by directors under Article 24.2 of these Rules.</p> <p>m) Advising on any professional or commercial transactions referred to in Article 25.3 of these Rules.</p> <p>n) Advising on the use, for the benefit of a director, of business opportunities or assets of FCC which previously studied and ruled out by the FCC Group, as referred to in Article 27.1 and 27.3 of these Rules.</p> <p>o) Receiving and filing, in the record of status referred to in item e) above, the personal information provided by the directors as established in Article 29 of these Rules.</p> <p>p) Requesting, as necessary, the inclusion of items in the agenda of Board meetings, under the conditions and by the deadlines established in Article 38.3 of these Rules.</p> <p>The Appointments and Remuneration Committee must consult with the Company's Chairman and Chief</p>
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<p>Remuneration Committee will regulate its own operations to the extent that they are not regulated in the Articles of Incorporation and these Rules, whose provisions relating to the operation of the Board of Directors will apply supplementarily inasmuch as this is possible considering the nature and functions of the Committee.</p> <p>5. The Appointments and Remuneration Committee will have access to all of the documentation and information needed to perform its functions. The members of the Appointments and Remuneration Committee may be assisted during their meetings by up to two advisers per Committee member, as required. Such advisors may attend meetings but not vote, and the provisions of article 31 of these Rules will apply to them.</p> <p>6. The Committee will meet periodically, at least once per quarter, and when convened by the Chairman or requested by two committee members. Each year, the Committee will draft an action plan for the coming year which it will submit to the Board.</p>	<p>Executive in matters relating to the executive directors and senior executives.</p> <p>4. The Appointments and Remuneration Committee will regulate its own operations to the extent that they are not regulated in the Articles of Incorporation and these Rules, whose provisions relating to the operation of the Board of Directors will apply supplementarily inasmuch as this is possible considering the nature and functions of the Committee.</p> <p>5. The Appointments and Remuneration Committee will have access to all of the documentation and information needed to perform its functions. The members of the Appointments and Remuneration Committee may be assisted during their meetings by up to two advisers per Committee member, as required. Such advisors may attend meetings but not vote, and the provisions of article 31 of these Rules will apply to them.</p> <p>6. The Committee will meet periodically, at least once per quarter, and when convened by the Chairman or requested by two committee members. Each year, the Committee will draft an action plan for the coming year which it will submit to the Board.</p>
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**REPORT ON THE DIRECTOR REMUNERATION POLICY OF FOMENTO DE
CONSTRUCCIONES Y CONTRATAS, S.A.**

(2009 and allocation corresponding to 2008)

SUMMARY

I. Introduction.

II. Drafting the report.

III. Objective and structure of the remuneration policy.

IV. Director remuneration for membership of the Board of Directors.

V. Remuneration of Executive Directors for discharging executive duties.

1. Remuneration structure.

2. Basic conditions of the contracts of Executive Directors.





I. Introduction.

In accordance with article 37 of the Articles of Incorporation and article 32 of the Rules of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereafter, the Company, or FCC), the Board of Directors must distribute among its members the remuneration decided upon at the General Meeting of Shareholders and draft a report on the directors' remuneration policy for the current year and for future years, as the case may be, to be made available to shareholders from the date of notice of the General Meeting of Shareholders.

That report must address the various aspects referred to under article 32 of the Rules of the Board of Directors, except those potentially entailing the disclosure of commercially sensitive information, while also referring to the role of the Appointments and Remuneration Committee in designing the remuneration policy.

The Board of Directors, at its meeting on 5 May 2009, approved this report on the remuneration policy for 2009.

II. Drafting the report.

Every member of the Board of Directors participated actively in drafting this report, under the supervision and organisation of its Chairman, taking account of the comments and suggestions of the other members.

In particular, the Board has had the support and counsel of the Appointments and Remuneration Committee which, under article 42.3 f) of the Rules of the Board of Directors, has the power to make proposals to the Board as regards Director remuneration policy, remuneration for Executive Directors and other the conditions of their contracts.

The Board of Directors also had information and advice from the Company's own departments, no advice having been received from external consultants in this connection.

The Board also considered data regarding remuneration paid in the market by companies of a similar size and activity, and the recommendations and indications regarding the remuneration structure for directors contained in the Unified Code of Good Corporate Governance published by the Comisión Nacional del Mercado de Valores.

III. Objective and structure of the remuneration policy.

Under article 37 of the Articles of Incorporation, the remuneration policy for FCC directors considers the functions and responsibilities of each of them as a member of the Board and its Committees, and is commensurate with the dedication of each one to the Company, with a view to motivating and retaining the most qualified professionals.

Accordingly, the remuneration policy for Directors seeks to ensure that they receive a competitive market remuneration that is in line with the remuneration paid in the market by companies of similar size and activity and it is reviewed periodically by the





Appointments and Remuneration Committee so that the latter may propose any appropriate amendments to the Board of Directors.

The remuneration policy must respect the criteria stipulated in article 32.2 of the Rules of the Board of Directors.

- (i) external directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence;
- (ii) remuneration comprising the delivery of shares in the Company or other companies in the Group, share options or other share-based instruments, variable remuneration linked to the Company's performance or membership of pension schemes should be confined to executive directors except where directors are obliged to retain the shares until the end of their tenure;
- (iii) in the case of remuneration linked to Company earnings, they should take account of any qualifications in the external auditor's report that lead to a reduction in such earnings; and
- (iv) in the case of variable awards, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, atypical or exceptional transactions or circumstances of this kind.

IV. Director remuneration for membership of the Board of Directors.

In accordance with article 37 of the Articles of Incorporation, the Board of Directors of FCC must distribute among its members the remuneration decided upon by the General Meeting of Shareholders, which must consist of a share of the net profits which must not be less than 2% of income for the financial year; that amount may include fixed remuneration as well as per diems, variable remuneration and benefit schemes.

Directors' remuneration is structured as follows:

- Fixed annual remuneration for membership of the Board: Directors receive a fixed annual remuneration for discharging their duties as members of the Board of Directors, equivalent to 1 module.
- Fixed annual remuneration for the Chairman of the Board when he/she is a non-executive director: When the Chairman is a non-executive director, he/she receives a fixed annual remuneration for the representation duties within the company, equivalent to 2 modules.
- Fixed supplementary amount for membership of the Executive Committee: Directors who are members of the Executive Committee also receive a supplementary fixed annual amount equivalent to 2/3 of a module.
- Supplementary fixed amount for membership of the Audit and Control Committee and the Appointments and Remuneration Committee: Members of





these Committees also receive 50% of a module for each Committee of which they are a member.

The various remuneration items received by members of the Board for discharging their duties in 2008 will be based on a module of 66,720 euro, the same as in 2007. Accordingly, the detail of remuneration is as follows:

- Directors will receive a fixed annual remuneration of 66,720 euro ("module") for membership of the Board.
- Until 18 June 2008, the Chairman of the Board was a non-executive director; as a result, he will receive the corresponding fraction of the annual remuneration of 2 modules in proportion to the time he held office.
- Members of the Executive Committee will also receive 2/3 of a module.
- Members of the Audit and Control Committee and the Appointments and Remuneration Committee will receive 50% of a module for each Committee to which they belong.

REMUNERATION	TOTAL IN EURO
For membership of the Board	66,720
Chairman (non-executive) Pro-rata through 18 June 2008	62,272
Membership of the Executive Committee	44,035
Membership of the Audit Committee and/or the Appointments and Remuneration Committee	33,360

Applying these rules to each member of the Board of Directors and considering the time for which they discharged their respective duties during 2008 in the Board and in the various Committees, total remuneration for 2008 is 2,059,430 euro. This figure represents 0.6 % of FCC's consolidated profit, i.e. far below the 2% limit established under article 37 of the Articles of Incorporation.

For 2009, Director remuneration for membership of the Board and its Committees will be structured in the same manner as in 2007 and 2008, based on a fixed annual amount for each remuneration item (directorship, Chair, membership of the Executive Committee, membership of the Audit and Control Committee, membership of the Appointments and Remuneration Committee) which will be linked to a specific amount called a "module".

In view of the current economic situation, the 2009 module is expected to be similar to the 2008 module.

V. Remuneration of Executive Directors for discharging executive duties.

1. Remuneration structure.

Under article 37 of the Articles of Incorporation, director remuneration for board members will be compatible with the other waged, service or professional remuneration paid to the board members for the performance of their duties, whether managerial, executive, advisory or of any other nature, other than the directors'





functions of supervision and collective decision-making, which they perform for the company, under the form of hired employment, lease of services or any other form legally applicable to them based on their nature.

Accordingly, without prejudice to the remuneration they receive as Board members, Executive Directors are remunerated for discharging executive or senior management duties attributed to them on the basis of a fixed annual amount and a variable component in line with market conditions in the industries in which the Company operates.

Both the Annual Corporate Governance Report and the Financial Statements for 2008 detail this information on Director remuneration.

The Board of Directors has agreed to maintain, in 2009, the structure of the remuneration paid to those directors for discharging their executive duties, which will be structured as a fixed amount for duties and responsibilities assumed due to their posts and a variable remuneration depending on the earnings obtained by the company and achievement of the goals set in the Company's new Strategic Plan.

Executive directors have received, free of charge, options on ordinary stock under the Stock Options Plan approved by the Ordinary General Meeting of Shareholders on 18 June 2008, executed via Board of Directors resolutions of 29 July 2008 and 3 February 2009, as described in the respective Regulatory Disclosures by FCC to the CNMV.

2. Basic conditions of the contracts of Executive Directors.

Without prejudice to their status as Directors, Executive Directors have a contractual relationship with the company which regulates the performance of management duties.

These contracts are for an indefinite length of time and are generally subject to the regulations governing contracts for the provision of services. These contracts may be terminated by either party, and Directors are entitled to receive compensation in the terms established in their respective contracts, provided that the termination of the contractual relationship was not due to breach of duties on the part of the Director or to voluntary resignation.

For the duration of the contract and for a period thereafter that is established in the contract itself, directors are bound by a duty not to compete in the activities carried on by the Company and companies in its Group, and they are forbidden to hold, directly or through interposed parties, other contracts of a labour, civil or mercantile nature with other companies that perform activities similar to those performed by the FCC Group.

The contracts also establish a duty of confidentiality which applies for the duration of the contract and for a period thereafter that is established in the contract itself; upon termination of the relationship, Executive Directors must return all documents in their possession to FCC, regardless of the medium (paper, software, etc.).

