

Rights Issue & 9M14 Results

Madrid, 14 November, 2014

Finance Department
Investor Relations

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Rights Issue

1.1 Key Elements

1.2 Objectives

1.3 Tranche B restructuring

Mr. Juan Béjar
CEO

- An Extraordinary General Meeting (EGM) of FCC Shareholders will be held on November 20 to submit for approval a **1 billion euro capital increase** against shareholder cash contributions which should be totally underwritten by the placing syndicate.
- There is a great interest on behalf of important investors in participating in the operation as “**anchor investor**”. In this sense, our principal shareholder has informed us of advanced negotiations at B-1998 level. This transaction, if it is carried out, will be signed in all its terms once the capital increase is approved on behalf of the EGM and of FCC, S.A. Board of Directors.
- We have the intention to carry out the capital increase as soon as possible, once we comply with all the corporate and legal procedures, before year end.

- Repay and restructure Tranche B unlocking value for our shareholders
- Reduce Group's financial leverage and boost net earnings
- Reinforce CPV and FCC Environment capital structure
- Strengthen the Group's capital structure after the provisions and non-recurrent impairments accounted for in the third quarter.
- Diversify shareholder base and increase FCC share's liquidity in the market

Tranche B repayment and restructuring

Agreement with financial entities accounting over 75% of the affected debt with the objective to extend it to the remaining entities in the next coming days. In any case, it provides sufficient support to homologate the agreement if necessary.

Use of funds

- **765 €Mn to repay and restructure Tranche B**
- 100 €Mn for CPV
- 100 €Mn for FCC Environment
- 35 €Mn to finance the transaction expenditure

15% Discount

- With 765 €Mn cash we will **repay 900 €Mn from Tranche B**

5% PIK

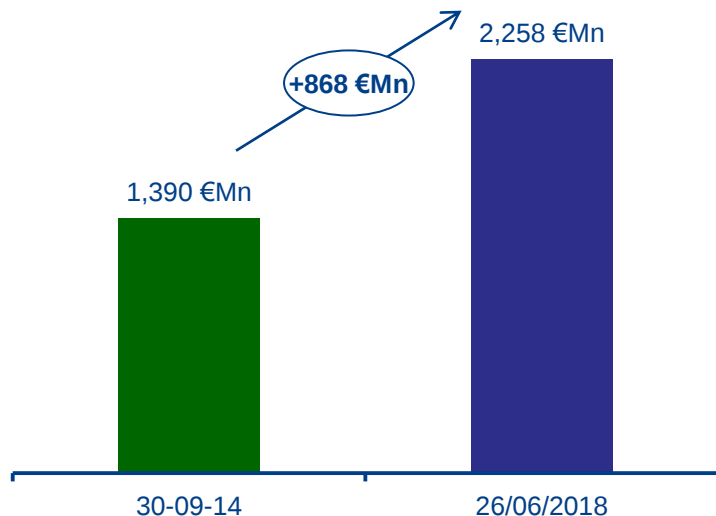
- The remaining amount⁽¹⁾ from Tranche B will bear a **5% PIK** interest with two repayment options at maturity:
 - ✓ A: Conversion into FCC shares as established in the former agreement (market price at the time of conversion)
 - ✓ B: 3 Year extension.

Easing of certain restrictions

- **Ability to resume dividend distribution if:**
 - ✓ Net Debt / Ebitda with recourse < 4.0x
 - ✓ 1.5 €Bn Syndicated loan amortization, either Tranche A or Tranche B
 - ✓ Ebitda with recourse > 750 €Mn

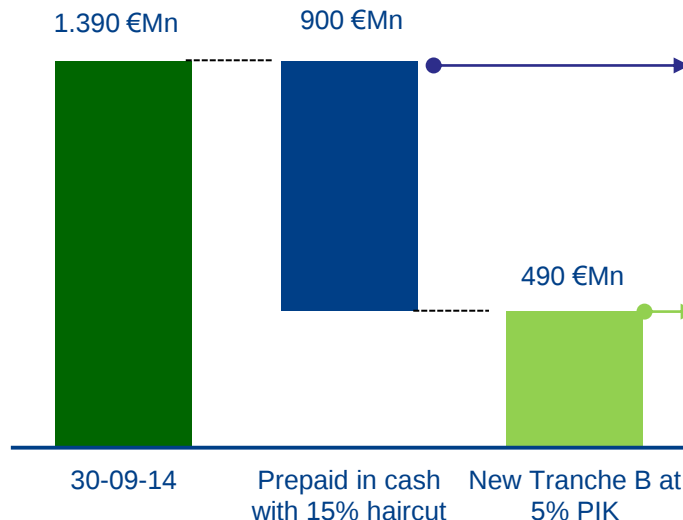
(1) 490 €Mn (€450 Mn principal remaining + 40 €Mn accrued PIK)

Tranche B Pre capital increase



- 1,350 €Mn convertible into equity at maturity
- PIK component: 11%, 13%, 15%, 16% (13.5% annually compounded)

Tranche B Post capital increase



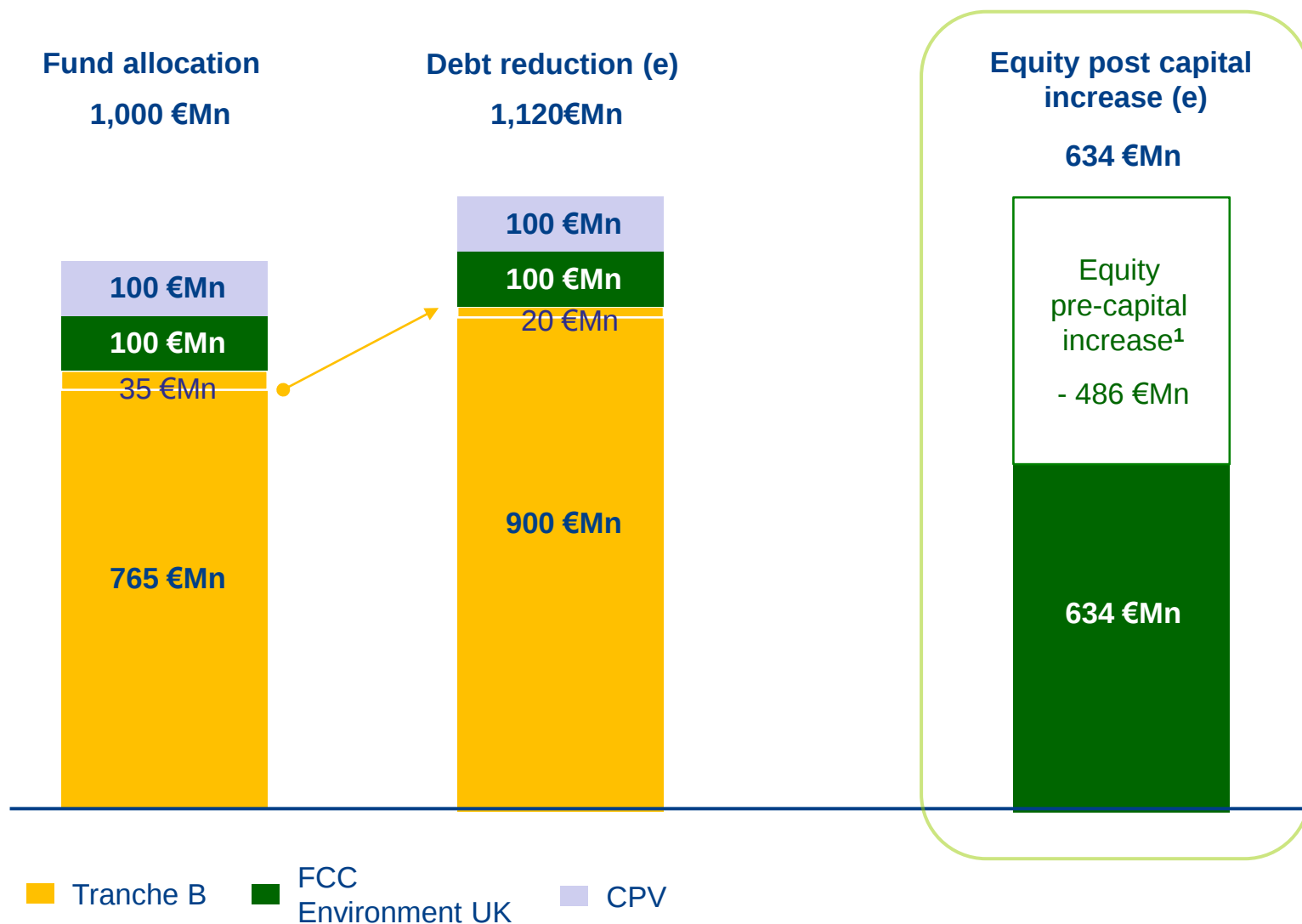
- 490 €Mn with two options :
 - Convertible into equity at maturity
 - 3-year extension
- PIK component at 5% annually

Value creation for shareholders

- 135 €Mn from Tranche B 15% haircut
- 160 €Mn from PIK reduction to 5%⁽¹⁾

2,3 €/share

(1) PIK reduction from 13.5% compounded average to 5% implies 160 €Mn present value creation (208 €Mn in total; 10% discount rate applied)



(1) Consolidated Group equity at 30 de September

9M14 Results

2.1 Key Figures

2.2 Non-recurrent provisions and impairments

2.3 Operating performance

2.4 Business Areas

2.5 Debt variation

2.6 Debt structure and maturity

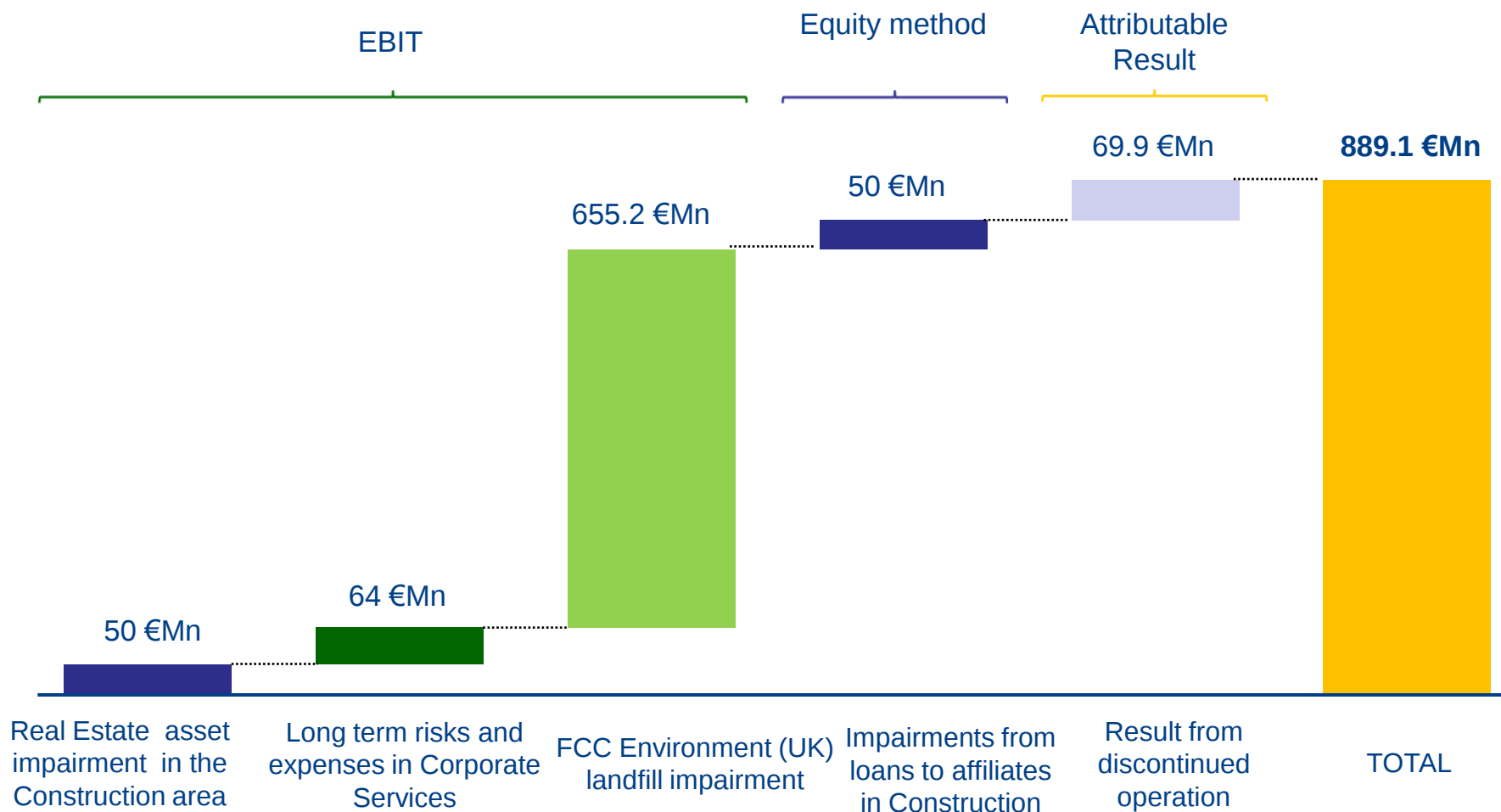
Mr. Victor Pastor
CFO

	9M14 (€Mn)	Chg./9M13 (%)
Revenues	4,592.3	- 6.1%
EBITDA	597.7	19.3%
EBITDA Margin	13.0%	2.8 p.p.
Net Attributable Result	- 788.3 ¹	n.s.

	9M14 (€Mn)	Chg./Dec.13 (%)
Backlog	33,484.4	0.4%
Net Debt	6,430.9	7.8%

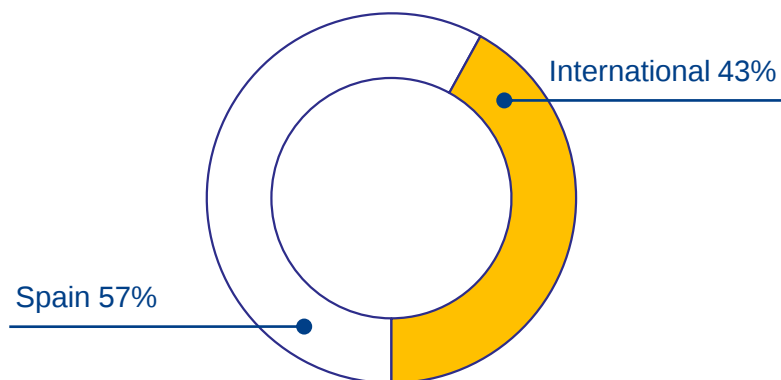
(1) Includes non-recurrent provisions and impairments, along with discontinued operations, totalling 700.2 €Mn (after tax)

Non-recurrent provisions and impairments

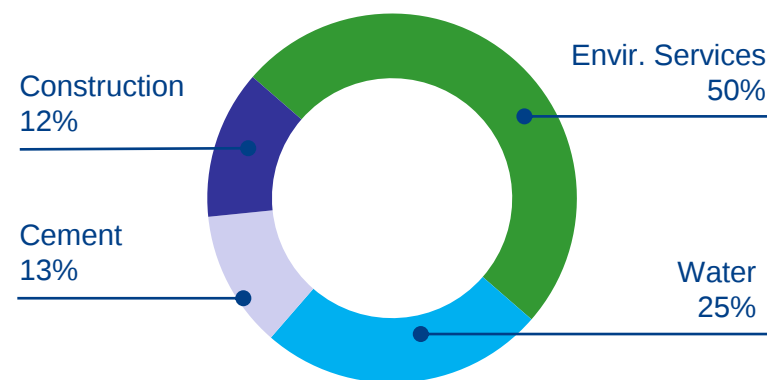


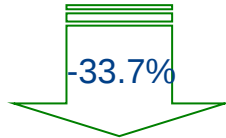
	Revenues 9M14 (€Mn)	Chg./9M13 (%)	EBITDA 9M14 (€Mn)	Chg./9M13 (%)
Environmental Services	2,072.8	+ 2.3%	307.6	+1.1%
Water	704.0	- 1.9%	153.3	+ 6.5%
Construction	1,447.9	- 20.4%	74.7	+ 31.7%
Cement	406.6	- 1.6%	82.6	+ 95.3%
Corporate & adjust.	(39.0)	+ 54.5%	(20.4)	+ 56.0%
Total	4,592.3	- 6.1%	597.7	+19.3%

Revenues by region

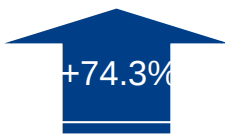


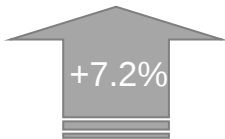
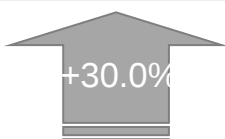
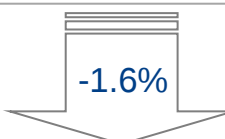
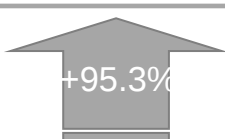
EBITDA by business areas

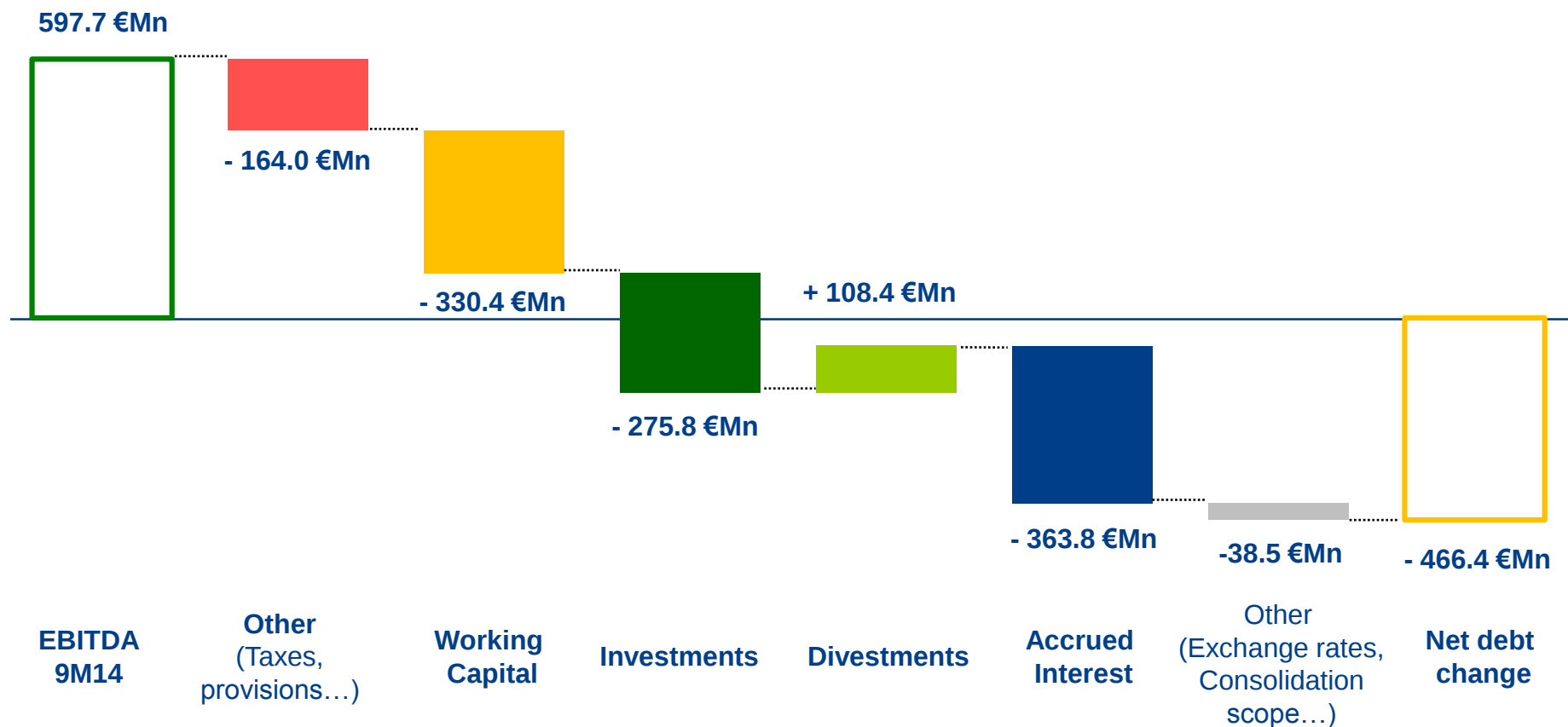


	Revenues €Mn	% / Total	% Chg. / 9M13
Spain	1,179.6	57%	 +1.2%
United Kingdom	617.3	30%	 +8.6%
Central & Eastern Europe	255.0	12%	 -2.5%
Portugal & Others	20.9	1%	 -33.7%
Total Revenues:	2,072.8	100%	 +2.3%
EBITDA:	307.6	14.8%	 +1.1%

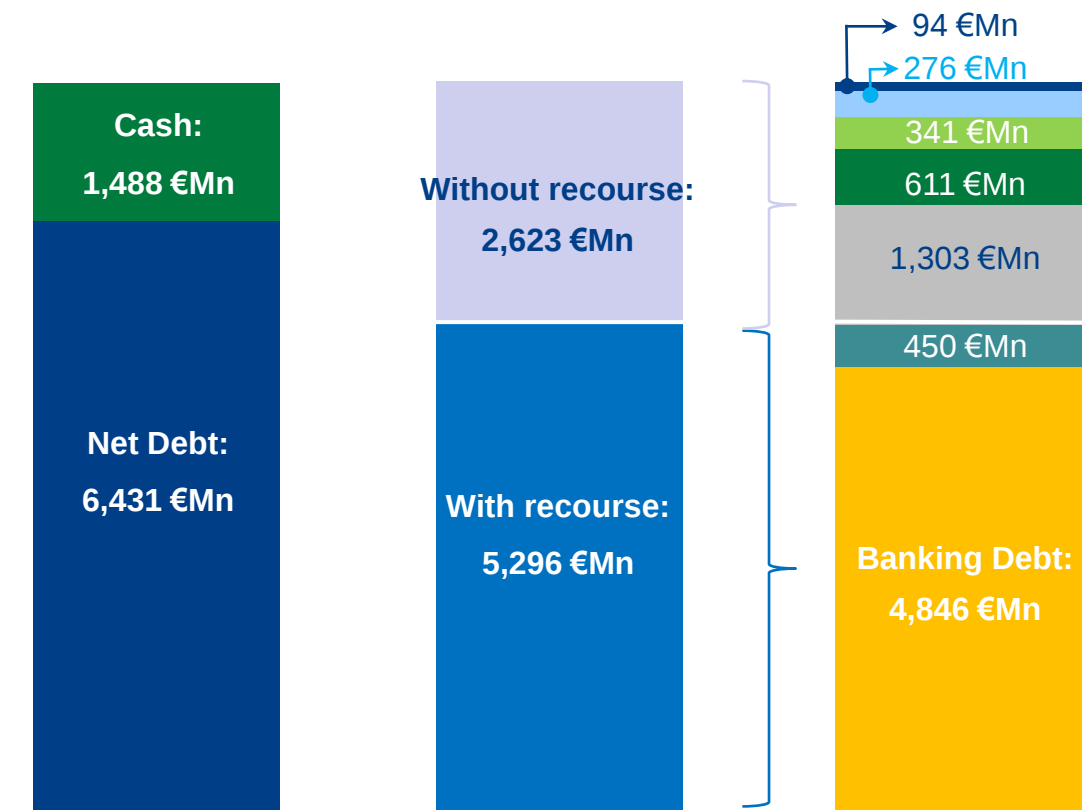
	Revenues €Mn	% / Total	% Chg. / 9M13
Spain	578.7	82%	 +2.4%
Eastern Europe	66.5	10%	 -8.6%
Rest of Europe	36.1	5%	0.0%
Latin America & Others	22.7	3%	 -49.1%
Total Revenues:	704.0	100%	 -1.9%
EBITDA:	153.3	21.8%	 +6.5%

	Revenues €Mn	% / Total	% Chg. / 9M13
Spain	748.6	52%	 -27.0%
Latin America	447.9	31%	 -26.2%
Europe	131.7	9%	 +10.4%
Rest of the world	119.6	8%	 +74.3%
Total Revenues:	1,447.9	100%	 -20.4%
EBITDA:	74.7	5.2%	 +31.7%

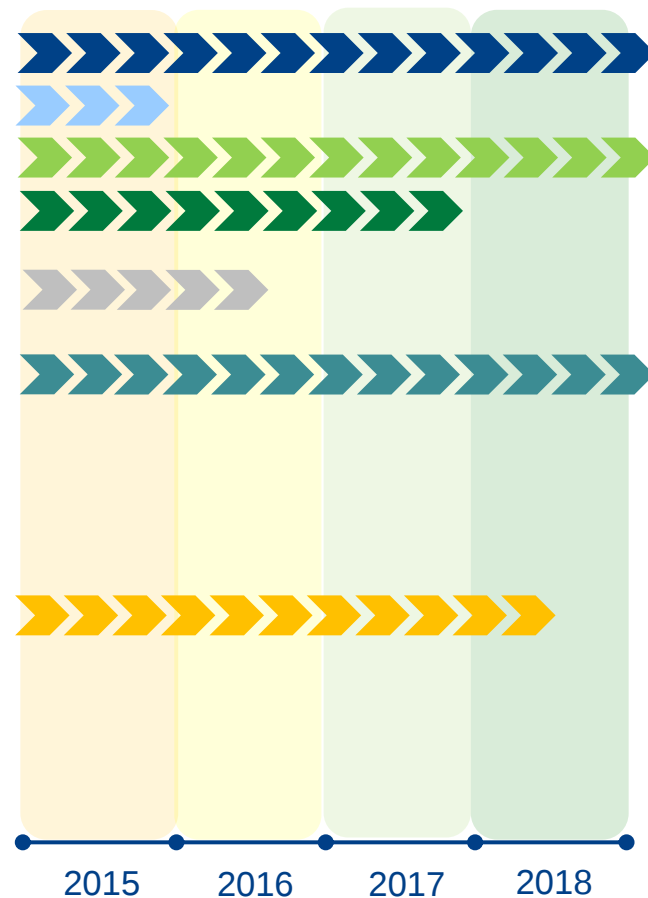
	Revenues €Mn	% / Total	% Chg./ 9M13
Spain	148.6	36%	 -12.3%
United States & Canada	130.9	32%	 -3.5%
Tunisia	63.9	16%	 +7.2%
United Kingdom, Algeria & Others	63.3	16%	 +30.0%
Total Revenues:	406.6	100%	 -1.6%
EBITDA:	82.6	20.3%	 +95.3%



Gross debt breakdown: 7,919 €Mn



Maturity¹



■ Corporate banking debt
 ■ Convertible Bond
 ■ CPV²
 ■ FCC Environment
 ■ Waste treatment plants
 ■ Aqualia
 ■ Concessions FCC Co.

(1) Dates of maturity correspond to most of the corresponding debt
 (2) CPV Group did not comply with certain leverage ratios at 30/06/14

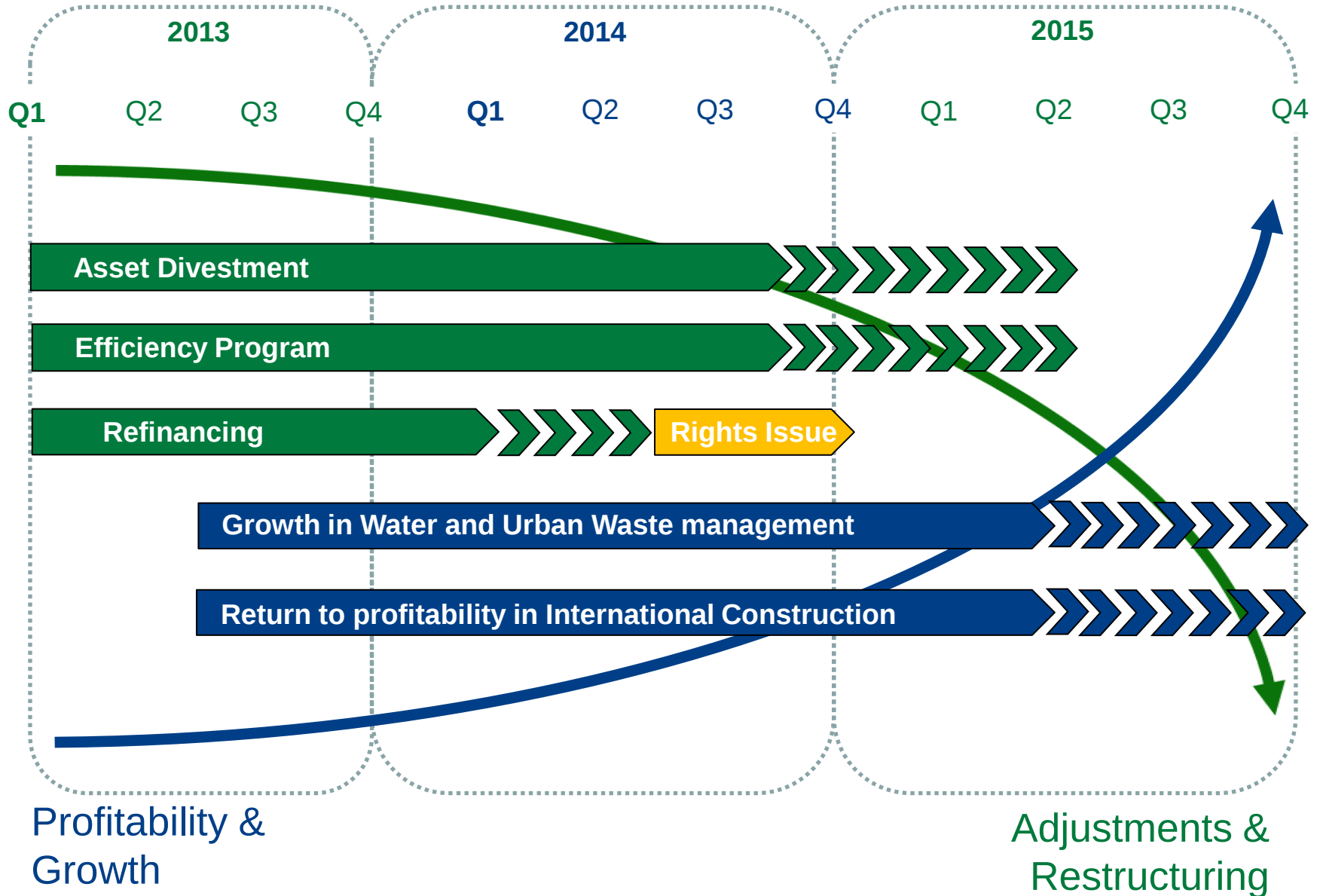
Strategic Plan progress

3.1 Current situation

3.2 Next steps

3

Mr. Juan Béjar
CEO



With the completion of the Group's operating and financial restructuring, our next steps will lead us to strengthen our global position in Environmental Services and Water, while keeping a selective presence in the most profitable projects for our Construction area.

- Strengthen our position in Environmental Services and Water in current markets and boost expansion into new markets.
- Sustain a selective presence in the most profitable projects for our Construction area.
- Continue to reduce financial leverage.
- Resume dividend distribution



We are in this together

Thank you