

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

Resolutions Proposed to the Ordinary General Meeting of Shareholders

to be held on 23 June 2004

1. Examination and approval of the financial statements (balance sheets, profit and loss statements and notes to the financial statements) and directors' reports of Fomento de Construcciones y Contratas, S.A. and the consolidated group, as well as the Board of Directors' performance.

Proposal: "To approve the balance sheet, profit and loss statement, notes to the financial statements and directors' report of FOMENTO DE CONSTRUCCIONES Y CONTRATAS S.A. and the consolidated group for fiscal year 2003. These documents have been checked by the Company's auditor."

Proposal: "To approve the administrative performance of the Board of Directors for fiscal year 2003".

2. Examination and approval of the proposed distribution of fiscal year 2003 profits.

Proposal: "To approve the following proposed distribution of profits earned by FOMENTO DE CONSTRUCCIONES Y CONTRATAS S.A. in fiscal year 2003 in the amount of 149,825,804.57 euros, formulated by the Board of Directors:

- The Board of Directors, at its meeting held on 18 December 2003, agreed to pay a gross interim dividend against fiscal year 2003 profits at a rate of 0.368 euros per share for each share entitled to receive dividends. Since there are 130,133,161 entitled to receive a dividend, the total amount of the interim dividend is 47,889,003.25 euros.
- It is now proposed to approve a complementary dividend of 0.699 euro per share for each share entitled to receive dividends. The amount of 0.10485 euro per share will be withheld from the dividend payment (15% of the gross amount of the complementary dividend) for personal or corporate income tax, leaving a net complementary dividend of 0.59415 euros per share. (1)
- The balance remaining after deducing the interim dividend and the complementary dividend referred to above from the total profits obtained will be allocated to voluntary reserves.

3. Amendment of Articles 12 (General Meeting), 19 (Representation), 23 (Information Rights), 24 (Deliberations. Resolutions. Minutes), 33 (Organisation) and 34 (Powers of the Board) of the Articles of Association.

As indicated in the Directors' Report, which has been available to shareholders since the announcement of the General Meeting, the Board has proposed the following wordings of articles 12 (General Meeting), 19 (Representation), 23 (Information Rights), 24 (Deliberations. Resolutions. Minutes), 33 (Organisation) and 34 (Powers of the Board) of the Articles of Association:

Article 12. General Meeting

The shareholders, duly convened in a General Meeting of Shareholders, shall decide by majority vote the matters falling under their jurisdiction. All shareholders, including dissidents and those who do not participate in the meeting, shall be bound by the resolutions passed by the General Meeting, notwithstanding the rights of separation and contest provided for under the law.

(1) This proposal for the allocation of results was approved by the Board of Directors at the meeting held on 14 June 2004 and involves an increase in the complementary dividend payment of 0.358 euros per share over the initial proposal approved on 30 March 2004.

The General Meeting shall approve a regulation governing all of the matters falling under its jurisdiction according to the law and to these Articles of Association.

Article 19. Representation

Any shareholder entitled to attend the General Meeting may be represented by another person, who need not be a shareholder. The representation shall be conferred according to the terms and within the scope established in the Limited Liability Companies Act, in writing, and separately for each General Meeting, except when the representative is a spouse, child or parent of the shareholders or when the representative possesses a power of attorney to administer all of the shareholder's assets in Spain.

Shareholders may also grant proxies using the communication methods determined by the Board of Directors in each case for each Meeting, always duly guaranteeing the identity of the shareholder and the proxy, as provided for in the General Meeting Rules.

The Chairman or Secretary of the General Meeting or anyone else designated by them shall be authorised to determine the validity of the proxies granted and whether the attendance requirements for the General Meeting have been met.

All representations are revocable. Personal attendance at the meeting by the shareholder will be considered a revocation.

Article 23. Information Rights

Shareholders may request, up to seven calendar days before the first scheduled meeting date, either in writing or electronically or telematically, any information or explanations they require or any questions they consider pertinent regarding the items contained on the agenda or the information accessible to the public reported by the Company to the National Securities Market Commission since the last General Meeting. The information or explanations thus requested shall be provided by the directors no later than the day of the General Meeting.

Shareholders may ask the Chairman during the General Meeting session, prior to examining and deliberating on the agenda items, for any information or explanations they consider pertinent relative to those agenda items. The information or explanations thus requested shall be provided verbally by any one of the directors in attendance, designated by the Chairman. If the information or explanations requested refer to matters falling under the jurisdiction of the Audit Committee, they may be provided by any member or adviser to this Committee in attendance at the Meeting. If, in the Chairman's opinion, it is not possible to provide the information during the session, the information will be provided in writing to the requesting shareholder within seven calendar days of the Meeting date.

The Directors shall be obliged to provide the information referred to in the last two paragraphs, except in those instances where, in the Chairman's opinion, the publication of such information could be harmful to the Company's interests.

This exception shall not apply when the request is supported by shareholders representing at least one-fourth of the share capital.

The Company has a website containing the legally required information which responds to shareholders' information rights in compliance with the legislation in force at all times.

Article 24. Deliberations. Resolutions. Minutes.

The Chairman will direct the Meeting and the deliberations, giving all shareholders who have asked in writing to speak at the Meeting the chance to do so, and after that those who verbally request a chance to speak, until the Chairman considers that the matter has been sufficiently debated.

Each agenda item will be voted on separately. Shareholders with voting rights may vote by post, electronically or using any other distance communication method determined by the

Board of Directors in each case for each Meeting, always duly guaranteeing the identity of the shareholder who casts his vote in this way, as provided for in the General Meeting Rules.

Resolutions will be passed by majority vote of the shares present or represented at the meeting, except in those cases where the law requires a quorum. Each share shall be entitled to one vote.

The resolutions passed by the General meeting, along with a summary of the items debated and the speakers who have requested a record of their statements, shall be set down in the meeting minutes which shall comply with the legal requirements and shall be signed by the Chairman and the Secretary or their replacements. The Minutes may be approved by General meeting at the end of the session or within fifteen (15) days by the Chairman and two (2) auditors, one on behalf of the majority and the other on behalf of the minority.

The Minutes, approved in either of the ways mentioned above, shall have executive force as from the date of approval.

Documents certifying the minutes and the resolutions of the General Meetings will be issued by the Secretary or the Assistant Secretary of the Board of Directors with the Chairman's approval or by the Vice-President of the Board

Article 33. Organisation

The Board will choose from among its members a Chairman or two Co-Chairmen and may also elect one or more Vice-Presidents. Their terms of office may not exceed those of their mandates as board members, notwithstanding the fact that they may be removed by the Board before their terms expire or re-elected

The Board may appoint adjunct or technical board members to the board, who shall have a voice but not a vote, under the conditions it deems appropriate.

The Board will appoint a Secretary and may appoint an Assistant Secretary, who may or may not be board members. If non-members, they shall attend the meetings with voice but without vote. The Secretary and Assistant Secretary shall be appointed for an indefinite period of time if they are not board members; if they are board members their terms of office may not exceed that of their mandates as board members, notwithstanding the fact that they may be removed by the Board before their terms expire or re-elected.

In his absence, the Chairman will be replaced by the Vice President and if there are more than one in order of seniority. In the absence of a Vice President, the oldest board member will stand in. The Secretary will be replaced in his absences by the Assistant Secretary and, if the Assistant is also absent, by the board member designated by the board in each case.

The Board may also accept the resignation of board members, choose shareholders to fill any vacancies which may arise until the first General Meeting of Shareholders, and regulate its own operation to the extent that it is not expressly regulated by law or by these Articles of Incorporation.

To this end, the Board of Directors will approve a set of Rules governing its operations and internal code of conduct and those of the Audit Committee and the rest of the commissions and committees created by the Board.

The Board of Directors shall inform shareholders of the contents of the rules and amendments made to them at the next General Meeting of Shareholders held after the meeting in which the Board of Directors agrees to adopt them.

Each year, the Board of Directors will approve a Corporate Governance Report referring to the previous financial year, the contents of which shall comply with all legal and regulatory provisions.

Article 34. Powers

The Board of Directors will exercise all of the functions and powers necessary to operate the business activities comprising the Company's business objectives. The Board of Directors is vested with the broadest powers to direct, administer, dispose of assets and represent the Company in and out of court and to sign contracts and other documents related to the business objective, even when they involve the acquisition, disposal or encumbrance of properties, the consolidation of external business or transactions, without limitation. The Board of Directors is vested with all of the powers which correspond to the Company as a legal entity, except for those which by law or pursuant to these Articles of Incorporation are reserved exclusively for the General Meeting of Shareholders.

4. Examination and approval of the "Rules of the General Meeting of Shareholders of Fomento de Construcciones y Contratas, S.A."

The Board proposes the approval of the "Rules of the General Meeting of Shareholders of Fomento de Construcciones y Contratas, S.A." which have been available to shareholders since the announcement of the General Meeting and which are appended hereto.

5. Ratification, Appointment and Re-election of Directors.

The Board proposes the ratification of the appointment of Fernando Falcó y Fernández de Córdova and Olivier Orsinimade, whose mandates conclude today. They were appointed by the Board of Directors by co-optation at the meeting held on 18 December 2003.

To fill the two vacancies on the Board as indicated in the preceding paragraph and to cover the seven other vacancies caused as a result of the termination of the mandates of seven other board members: Henri Proglio, Rafael Montes Sánchez, EAC Inversiones Corporativas, S.L., Daniel Caille, Jean François Dubos, Felipe Bernabé García Pérez and Jean Marie Messier, all of whom were appointed at the Ordinary General Meeting held on 23 June 23 1999, the Board proposes the re-election or appointment of the following Board members, effective today and for a term of five years:

- Fernando Falcó y Fernández de Córdova
- Olivier Orsini
- Henri Proglio.
- Rafael Montes Sánchez.
- Daniel Caille.
- Felipe-Bernabé García Pérez.
- Jean-François Dubos
- EAC Inversiones Corporativas, S.L.
- Jean-Marie Messier

6. Authorisation to purchase treasury stock and authorisation of subsidiaries to purchase stock in Fomento de Construcciones y Contratas, S.A.; all within the limits and meeting the requirements set forth in Article 75 and following of the Public Corporations Act .

Proposal: To authorise FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the companies of the Group meeting any of the circumstances contained in article 42.1 of the Commerce Code to acquire treasury stock by purchasing such stock on any stock exchange where the stock is traded, at the market price on the date of purchase, which must be between the minimum and maximum values indicated below:

- Maximum value: the highest quoted price in the three months immediately prior to the acquisition date, plus ten percent.
- Minimum value: the lowest quoted price in the last three months immediately prior to the acquisition date, less ten percent.

By virtue of this authorisation, the Board, the Executive Committee or the Chairman, may acquire the treasury stock provided that at the time of purchase the total treasury stock, including that purchased, does not exceed 5% of the capital stock pursuant to the terms of article 75.2 of the Revised Text of the Public Corporations Act.

The term of the authorisation shall be 18 months from today's date

The acquisition of treasury stock, which must be fully paid up, must allow the Company to record the provision stipulated in part 3 of article 79 of the Public Corporations Act, without decreasing the capital or the legal or unavailable reserves.

The authorisation to buy treasury stock granted to the Board by resolution of the General Meeting of Shareholders held on 17 June 2003 is hereby null and void

7. Re-election of the Auditors of the Company and the Consolidated Group.

The Board proposes re-electing Se the firm "DELOITTE & TOUCHE ESPAÑA, S.L.", with registered offices in Madrid, calle Raimundo Fernández Villaverde, núm. 65, registered in the Madrid Business Register, volume 13,650, folio 188, Section 8, page M-54414, and registered in the Official Auditors' Register (ROAC) under number S-0692, fiscal identification number B-79104469 as the auditors for fiscal year 2005.

8. Authorisation of directors to develop, notarise, register, correct and execute the resolutions passed.

The Board proposed authorising all of the members of the Board of Directors in the broadest possible sense in such a way that any one of them may have the resolutions passed by the General Meeting notarised and set down in a public instrument, with the power to correct, rectify or interpret the text based on the verbal or written instructions of the Registrar for the sole purpose of having them registered. This authorisation includes the signing of all kinds of public or private instruments as need for the execution, development and formalisation of all of the resolutions passed by the General meeting, without limitation.

9. Approval, where applicable, of the meeting minutes in any of the ways established in Article 113 of the revised text of the Public Corporations Act or in application of the provisions of Article 114 of the same legal text.

Although the Board proposes approved the meeting minutes in any of the ways established in Article 113 of the Public Corporations Act, the shareholders are informed that the Board of Directors will request the presence of a notary public to record the minutes.

Madrid, 10 May 2004.

The Chairman of the Board of Directors