



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

The Board of Directors held on October 19, 2014 has resolved to call an Extraordinary General Meeting of Shareholders of Fomento de Construcciones y Contratas SA that will be held at HOTEL PORTA FIRA Plaza de Europa, 45 08908 L'Hospitalet de Llobregat (Barcelona), at 4.00 pm on November 20, 2014, at first adjournment, and in the absence of quorum, at the same place and time on November 21, 2014, at second adjournment, in order to deliberate and, if appropriate, adopt resolutions relating to the matters on the following

AGENDA

- 1st. Ratification and appointment of EAC ENVIRONMENT SL as director representing major shareholders
- 2nd. Increase in share capital by a maximum amount of EUR 1.000,000,000 through the issuance and circulation of up to 1,000,000,000 new common shares with a par value of EUR 1 each, with the premium determined by the Management Board. Shares will be fully subscribed and disbursed against cash contributions, with appreciation of pre-emptive subscription rights and the possibility of incomplete subscription. It is established the delegation to the Board of Directors, with power of substitution, of the necessary powers to implement the agreement and to set the terms thereof in all matters not provided for in the Agreement, pursuant to the provisions of Article 297.1 a) of the Spanish Corporation Act and to redraft Article 5 of the Bylaws.
- 3rd. Widely empower managers for the development, convert into a public deed, registration, amendment and implementation of the resolutions adopted.
- 4th. Approval, if appropriate, of the minutes of the Board in any of the forms set out in Article 202 of the Spanish Corporation Act or, if applicable, pursuant to the provisions of Article 203 of the same Act.

Presentation of new proposals

In accordance with Article 519 of the Spanish Corporation Act (Ley de Sociedades de Capital), shareholders representing at least five percent (5%) of the share capital may submit fully justified proposals on matters already included or to be included on the agenda.

To this end, shareholders must state the number of shares they hold or represent. Shareholders wishing to exercise this right must submit proposed resolutions through due notification which must be received at the registered office of the Company to the attention of the General Secretariat (c / Balmes, 36, Barcelona) within five days following the publication of this announcement. These proposals and, where appropriate, the





accompanying documentation will be posted continuously on the website of the Company as they are received.

Right to attendance, proxy representation and voting

Right to Attendance:

According to the provisions of Article 18 of the Bylaws, 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 that this can be accredited by exhibiting the pertinent certificate of legitimation or an attendance card issued by the Company, or by any other means permitted by the legislation in force.

Right to Proxy representation:

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

If the proxy form does not name the person whom the shareholder appoints as representative, the proxy will be deemed to be granted to the Chairman of the Company's Board of Directors or the person standing in for him to chair the Shareholders' Meeting.

Right to vote:

Shareholders entitled to attend may vote by attending in person and voting at the Meeting, using the duly signed and completed attendance card.

Voting and granting of proxy at the General Meeting of Shareholders using means of remote communication.

I.- Voting by means of remote communication.

In accordance with the provisions of article 24 of the Articles of Incorporation and article 15 bis of the Rules of the General Meeting of Shareholders, shareholders may vote on motions relating to items on the Agenda by postal mail, electronic mail or any other remote communication means duly guaranteeing the identity of the shareholder, in accordance with the following instructions.

I.1.- Voting by postal mail.

Shareholders wishing to vote by postal mail must send a written communication indicating their vote or abstention, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the company.

The card, duly completed and signed, must be sent to the Company by any of the following means:

a) By delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the attention of "Stock Market and Shareholder Relations Department" ("Departamento de Bolsa y Relaciones con Inversores").

b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited.

I. 2.- Voting by electronic means.

Shareholders who wish to vote by electronic means may do so by visiting the "Shareholders and Investors" section of the Company's website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Votes by electronic means must be cast using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by Autoridad Pública de Certificación Española (CERES), an agency of the Spanish Mint (Fábrica Nacional de la Moneda y Timbre) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may vote on the items on the Agenda of the General Meeting.

II.- Granting proxy by means of remote communication.

In accordance with the provisions of articles 19 of the Bylaws and 8 of the Rules of the General Meeting of Shareholders, shareholders may grant proxies for the General Meeting by postal mail, electronic mail or any other remote communication means, in accordance with the following instructions.

II.1.- Granting proxy by postal mail.

Shareholders wishing to grant proxy by postal mail must send to the Company a written proxy appointment, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the Company.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following means: :

a) Delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the

attention of “Stock Market and Shareholder Relations Department” (“Departamento de Bolsa y Relaciones con Inversores”).

b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited.

II.2.- Granting proxy by electronic means.

Shareholders who wish to grant proxy by electronic means may do so by visiting the "Shareholders and Investors" section of the website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Proxies granted by electronic means must be granted using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by Autoridad Pública de Certificación Española (CERES), an agency of the Spanish Mint (Fábrica Nacional de la Moneda y Timbre) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may grant proxy via the website.

II.3.- Common rules on granting proxy by means of remote communication.

A shareholder wishing to grant proxy by means of remote communication must notify the appointed proxy, and that person must provide evidence of acceptance. For this purpose, on the date and at the venue of the General Meeting, the designated proxies must identify themselves by means of their National Identity Card or passport, and submit a hard copy of the proxy appointment that was made by postal mail or electronic means, duly signed by the proxy and the principal.

If the principal has issued instructions, the proxy will cast the vote in accordance with them and will be obligated to keep these instructions for one year from the corresponding General Meeting.

The proxy appointment can also include items which can be dealt with at the General Meeting but which are not envisaged in the Agenda since the law allows this.

Proxies may vote only by attending the General Meeting in person.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, this communication will be deemed to have been made if the Company receives the proxy appointment.

The proxy can represent more than one shareholder; there is no limit to the number of represented shareholders. When a proxy represents several shareholders, he/she may cast votes in different directions depending on the instructions given by each shareholder.

II.4.- Conflicts of interests

For the purposes of Articles 523 and 526 of the Spanish Corporation Act, it is hereby noted that the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest (i) with regard to item 4 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 5.1 and 5.2. of the agenda; and (iii) in the cases referred to in paragraphs b) or c) of article 526.1 of the Spanish Corporation Act (removal of directors and shareholder derivative suits) that may arise off the Agenda as provided in that Act. In connection with all of them, if the principal does not grant specific voting instructions, the proxy shall be deemed to be granted to the Secretary of the General Meeting of Shareholders, unless expressly indicated otherwise. With respect to the foregoing, if the shareholder represented has not given specific voting instructions, the proxy shall be deemed granted to the Secretary of the General Meeting, unless expressly stated otherwise.

III.- Common Rules.

III.1.- Period for granting proxy and voting by means of remote communication.

Proxies granted and votes cast by means of remote communication, whether by postal mail or electronic means, may be issued from the date of publication of the announcement of the meeting and must be received by the Company at its registered office or through its website at least 24 hours before the time scheduled for the General Meeting, i.e. before 4.00 pm on November 19, 2014.

Proxies and votes received after that time will be deemed to be null and void, respectively.

The only proxy forms that will be accepted after that time are those granted in writing on the attendance card and presented at the registration desks at the shareholders' entrance at the venue and on the date of the General Meeting.

III.1.- Rules of precedence regarding attendance, voting and proxies by means of remote communication.

III.2.1. Attendance in person takes precedence.

Proxies can be revoked at all times. In any case, attendance at the General Meeting in person has the effect of revoking any votes cast and proxies granted by means of remote communication.

III.2.2. Precedence of remotes votes over proxies granted by means of remote communication.

Votes cast by any means of remote communication override any proxy granted by electronic means or on the paper card, which shall be deemed to be revoked if granted beforehand and to be null and void if granted thereafter.

III.2.3. Precedence where several votes are cast or proxies are granted by means of remote communication.

Where a shareholder validly grants several proxies or validly issues several votes using different means of remote communication, the proxy and/or vote received last will prevail, and all others received before that will be deemed null and void.

III.3. Joint ownership

In the case of joint ownership of shares, for the purposes of article 126 of the Spanish Corporation Act, a joint owner who votes or grants proxy by means of remote communication will be deemed to have been designated by the other joint owners to exercise those shareholder rights.

IV.- Technical Incidents.

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for granting proxy or voting where required for technical or security reasons.

The Company shall not be liable for any damages arising for the shareholder as a result of failures, overloads, dropped lines, connection failures, malfunction of the post, or any other event of the same or a similar nature, beyond the control of the Company, that prevent the use of remote means for voting or granting proxy.

Electronic Shareholders' Forum

In accordance with article 539.2 of the Capital Companies Act, from the publication of this notice and up to midnight on 22 June 2014, an Electronic Shareholder Forum will be established on the Company's website which may be accessed by individual shareholders and any voluntary associations that are created and registered in the special register created for this purpose by the National Securities Market Commission (CNMV). The rules of the Electronic Shareholder Forum are available on the Company's website and shareholders using the Forum must adhere to them. To gain access to the Forum, shareholders must accredit their standing as such, as indicated on the website, and identify themselves as provided in this Notice of Meeting.

Right to information

Shareholders may examine the following documents, which will be submitted to the General Meeting for information or approval, at the company's registered offices, or may have them delivered immediately and free of charge upon written request:

- The full text of the announcement.
- The total number of shares and voting rights on the date of notice.
- The full text of the proposed resolutions to be submitted for approval to the General Shareholder's Meeting, as well as the proposed resolutions submitted by shareholders, as received by the Company.

- Professional profile of the persons nominated for appointment as directors under point 4 of the Agenda, and other information required under the Regulations of the General Meeting.
- The Board of Director's Report in connection with the resolution on capital increase presented for approval under the second point of the agenda.
- Information on the channels of communication between the Company and its shareholders for the purposes of obtaining information or making suggestions.
- The means and procedures for granting proxy for the General Meeting and for voting by means of remote communication.
- The attendance, proxy and remote voting form.
- The rules of the Electronic Shareholder Forum.

All of the documents listed above can also be viewed or downloaded at the Company's website: www.fcc.es uninterruptedly from the time of publication of the notice of meeting until the General Meeting is held.

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 items on the agenda. Shareholders may also request information or clarification or submit questions in writing about the publicly-accessible information that has been filed by the Company with the National Securities Market Commission (CNMV) since the immediately preceding General Meeting, which was on 23 June 2014. For those purposes, shareholders may use the Company's website (www.fcc.es) or contact the Stock Market and Shareholder Relations Department (Av. Camino de Santiago, 40 28023 Madrid). Telephone: 902 109 845. E-Mail: ir@fcc.es.

Also, during the Meeting, shareholders may verbally request clarifications from the Board of Directors on any matter they wish with respect to the information referred to above.

Data Protection

In accordance with Organic Act 15/1999, of 13 December, on the Protection of Personal Data, shareholders are informed that their personal data provided on the occasion of the General Meeting, and any that might arise as a result, will be incorporated into an automated file or process for the purpose of managing and administering such data and, where appropriate, that of their proxies, in the context of the General Meeting of Shareholders.

As provided by the Act, the owner of the data is entitled to access, rectify, cancel and object to the data in the file by sending the appropriate notification (accrediting the identity of the data owner by attaching a photocopy of the right-holder's National Identity Card) to the following address: FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. calle Federico Salmón, 13, 28016 Madrid, reference "Protección de datos/Data protection".



As the party responsible for the file, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. hereby states that it has adopted the security measures required by law in its facilities, systems and files so as to guarantee the confidentiality of the personal data, except in the cases where the law requires that it must be disclosed.

Barcelona, 19 October 2014.- The Chairman of the Board of Directors.

Signed: Esther Alcocer Koplowitz

The Meeting is expected to be held at first adjournment.