

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

As agreed at the Board of Directors meeting held on 21 April 2010, the Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. will be held at Pavilion 8 of Recinto de Gran Vía de Fira, Calle del Foc, 47, 08038 Barcelona, at 16.00 on 27 May 2010 at first adjournment and, in the absence of a quorum, at the same place and time on 28 May 2010 at second adjournment, 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 2009, as well as the Board of Directors' conduct of business in that year.
2. Examination and approval of the proposed distribution of 2009 income.
3. Appointment and re-appointment of directors.
4. Extension of the period granted to the Board of Directors by the General Meeting of Shareholders of 10 June 2009 to execute the resolution to reduce capital through amortisation of own shares that was adopted by that General Meeting.
5. Renew authorisation to the Board of Directors, with the power to sub-delegate, to increase capital at one or more times in accordance with article 153.1.b) of Public Corporations Act and subject to the limits envisioned in that article.
6. Delegate to the Board of Directors , with express powers to sub-delegate, the power to issue on one or more occasions any fixed-income securities or debt instruments of a similar nature, secured or unsecured, amounting to at most five hundred million euro (€500,000,000).
7. Delegate to the Board of Directors, with express powers to sub-delegate, the power to issue on one or more occasions any fixed-income securities or debt instruments of a similar nature which are convertible or give entitlement to subscribe Company shares or which are exchangeable or give entitlement to acquire shares of the Company or of other companies, amounting to at most three hundred million euro (€300,000,000).

Delegate, with express powers to sub-delegate, the power to set criteria to determine the conditions and forms of conversion or the entitlement to subscribe shares of the Company, the power to increase capital in the amount necessary, and the power to override shareholders' pre-emptive subscription rights in accordance with provisions in article 293.3 of Public Corporations Act and other applicable regulations.

For the event that this power to issue securities is exercised, to approve a share buyback programme, the goal of which is to enable the Company to meet its obligations arising from having issued securities that give entitlement to acquire outstanding shares of the company, or for the amortisation of shares in the event that securities are issues which override pre-emptive subscription rights and which are convertible or give entitlement to subscribe newly-issued shares, with a view to limiting dilution of existing shareholders in the event of conversion or subscription of shares.

For the event that this power to issue securities is exercised, to approve the reduction of the Company's capital by the amortisation of own shares by an amount equivalent to at most the combined nominal value of the new shares of the Company that are issued to cater for requests for conversion or subscription by the holders of securities of these characteristics that were issued overriding the pre-emptive subscription rights. To delegate powers to execute this resolution to the Board of Directors, including powers to sub-delegate.

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

Before commencement of deliberations and description of the items in the Agenda, 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 Act.

Supplement to notice

In accordance with article 97.3 of the Public Corporations Act, shareholders who own at least five per cent (5%) of capital may request that a supplement be added to the notice of meeting which adds one or more items to 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 the General Meeting at first call.

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

In the event of a public request for proxies, the provisions of article 107 of the Public Corporations Act and article 114 of the Securities Market Act 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 2009 financial statements and directors' report of Fomento de Construcciones y Contratas, S.A.
- The 2009 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 the resolutions included in the agenda that require such a report.
- Report on matters envisaged in article 116 bis of Act 24/1988 of 28 July, on the Securities Market.
- 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 or appointment as directors under item 3 of the agenda, and other information required under the Rules of the General Meeting.
- Report on the Board of Directors' Remuneration Policy.
- The 2009 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 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 Comisión Nacional del Mercado de Valores since the immediately preceding General Meeting, which was on 30 November 2009. 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, 22 April 2010.- The Chairman of the Board of Directors

FCC will provide a free shuttle bus service to transport all interested shareholders to the site of the Meeting. Buses will leave from Calle Balmes, No. 36 (Barcelona) at 13h, 14h and 15h. The same shuttle service will be available upon completion of the meeting to take shareholders back to Calle Balmes 36.