

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 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.
 - 3 A. Reappointment of EAC INVERSIONES CORPORATIVAS, S.L. as proprietary director.
 - 3 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.
 - 4 A. Amendment to article 17 of the Articles of Incorporation ("Constitution of the General Meeting").
 - 4 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, notarise, 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, XXX, 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