



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

Pursuant to the resolution of the Board of Directors held on 09 May 2017, an Ordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "Company") is announced, to be held on TORRE REALIA, Paseo de la Castellana, 216, 9º floor, 28046 Madrid at 4 p.m. on 28 June 2017, on the first call and, if a sufficient quorum is not obtained, in the same place and at the same time, on 29 June 2017, on the second call, with a view to debating and, as applicable, adopting resolutions on the items included in the following

AGENDA

1. **Assessment and, as applicable, approval of the financial statements and management reports, relating to the financial year of 2016 of the company Fomento de Construcciones y Contratas, S.A. and its Consolidated Group, as well as the management of the Board of Directors during this year.**
2. **Assessment and, as applicable, approval of the proposed distribution of profit from 2016.**
3. **Re-election of the auditors of the accounts of the Company and its Consolidated Group.**
4. **Appointment and/or re-election of directors.**
 - 4.1. **Re-election of EAC INVERSIONES CORPORATIVAS, S.L. as director representing controlling shareholders.**
5. **Pay of the members of the Board of Directors.**
 - 5.1. **Remuneration of the members of the Board of Directors corresponding to 2016.**
 - 5.2. **Putting the annual report on pay of Directors corresponding to 2016 to a consultative vote.**
6. **Reduction of the notification period for calling the extraordinary general meetings.**
7. **Information about modifications made to the Regulations of the Board of Directors since the last General Meeting was held.**
8. **Broadly authorize the directors to develop, notarize, register, amend and execute the adopted resolutions.**

Intervention of the Notary Public

The Board of Directors has agreed to request the presence of a Notary Public in order to produce Minutes of the General Meeting, in accordance with the provisions of Articles 203 of the Capital Company Law, 26.7 of the Articles of Association and 26.3 of the Regulations of the General Meeting.



Supplement to the announcement and presentation of new proposals

Pursuant to the provisions of Article 519 of the Capital Company Law ("LSC"), the shareholders that represent at least three per cent (3%) of the share capital may request the publication of a supplement to this announcement of the General Meeting, by adding one or more items to the Agenda, provided that the new items are justified or, as applicable, accompanied by a justified proposal for a resolution. For these purposes, the shareholders shall indicate the number of shares that they own or represent. Any shareholders that wish to exercise this right shall send this supplement by means of verifiable notification which must reach the registered address for the attention of the Secretary's Office (c/ Balmes, 36, Barcelona) within five (5) days of the publication of the present announcement. The supplement to the announcement will be published at least fifteen (15) days in advance of the date on which the Meeting in the first call is scheduled to take place.

The shareholders that represent at least three per cent (3%) of the share capital may, according to the deadline and form indicated in the previous paragraph, present fundamental proposals for resolutions on items that are already included or are to be included in the Agenda. These proposals and any accompanying documents will be published continuously on the website of the Company as and when they are received.

Right to attend, represent and vote

- Attendance:

Pursuant to the provisions of Clause 18 of the Articles of Association, any shareholders that own one or more shares are entitled to attend the General Meeting; this ownership is registered in the corresponding book entry record, five (5) days before the date on which the Meeting is to be held, and certified by showing the corresponding certificate of ownership, attendance card issued by the Company or by any other form admitted under current legislation.

- Representation:

Any shareholder that has the right to attend may be represented at the General Meeting by another person, even if the latter is not a shareholder. The representation must be conferred under the terms and according to the scope established in the LSC, in writing and specially for the Meeting, except in the events indicated in the LSC.

If the delegation of authority does not indicate the specific person to whom the shareholder grants its representation, this representation will be deemed to be granted in favour of the Chairperson of the General Meeting.

- Vote:

Any shareholders with a right to attend may cast their vote by attending in person and voting at the Meeting, with the duly signed and completed attendance card.

- Casting a vote and granting representation at the General Meeting of shareholders by means of distance communication.

I.- Voting by means of distance communication.

Pursuant to the provisions of Clause 20 of the Articles of Association and 22 of the Regulations of the General Meeting, votes on proposals relating to items on the Agenda may be cast by shareholders by post or electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

I.1.- Voting by post.

Any shareholders that wish to vote by post must send the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by the Company.

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

- a) By delivery or dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (**Av. del Camino de Santiago, 40, 28050 Madrid**), for the attention, in both cases, of the "Stock Exchange and Investor Relations Department".
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

I. 2.- Electronic voting

Any shareholders that wish to vote electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

Electronic votes be cast by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may issue their vote in relation to the items of the Agenda of the General Meeting.

II.- Granting of representation by distance communication systems.

Pursuant to the provisions of Clause 19 of the Articles of Association and 11 of the Regulations of the General Meeting, shareholders may grant their representation for the General Meeting by post, electronically or by any other means of distance communication which duly confirms the identity of the shareholder, in keeping with the following instructions:

II.1. Granting of representation by post.

Any shareholders that wish to grant their representation by post must send to the Company the attendance card issued by the entities responsible for keeping the book entry record or the template of the attendance card provided by the Company.

If the representation is granted to the Chairperson or to any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following ways:

- a) By delivery or dispatch to the registered address (c/ Balmes, 36, 08007 Barcelona) or the offices of Madrid (Av. del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Stock Exchange and Investor Relations Department".
- b) By delivering the completed and signed card to the shareholder in Iberclear, in which it has deposited its shares.

II.2.- Granting representation electronically.

Any shareholders that wish to grant their representation electronically may do so through the website of the Company, in the area intended for the General Meeting within the section entitled "Shareholders and investors" according to the instructions provided for this purpose on each screen of this website.

The electronic representation will be granted by a recognised electronic signature or advanced electronic signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Authority of Certification (CERES), accountable to the National Currency and Stamp Manufacturer, under whose records it has not been revoked, or (ii) the recognised electronic certificate incorporated in the National Electronic Identification Document issued pursuant to Royal Decree 1553/2005, of 23 December, regulating the issuance of the National Identification Document and its electronic signature certificates.

All shareholders that have an electronic signature that meets one of the requirements indicated above and are identified by it, may grant their representation through the website.

II.3.- Common provisions relating to the representation being granted by distance communication.

Any shareholder that grants their representation by distance communication must inform the designated representative of the granted representation; this party, in turn, must acknowledge his/her acceptance. For these purposes, on the day and in the place where the General Meeting is held, the designated representatives must be identified by their National ID Document or passport, and provide a printed copy of the postal or electronic delegation of authority, duly signed by the representative and the represented shareholder.

If instructions have been issued by the represented shareholder, the representative will cast the vote according to them and will be required to comply with these instructions for a period of one year as of the time when the corresponding Meeting is held.

The delegation of authority may also include any items which, although not set out on the Agenda of the announcement, may be addressed at the Meeting, as permitted by Law.

The representative may only cast the vote of his/her principal by attending the General Meeting in person.

When the representation is granted to the Chairperson or any other member of the Board of Directors, including the Secretary, this communication will be deemed to be issued by receipt of the granted representation by the Company.

The representative may represent more than one shareholder without any limitation on the number of represented shareholders. When a representative represents several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder, according to the instructions provided by each shareholder.

II.4.- Conflict of interest.

For the purpose of the provisions of Articles 523 and 526 LSC, you are informed that the Chairperson of the Board of Directors and any other member of the Board of Directors may be affected by a conflict of interest in relation to: (i) item 4.1 of the Agenda, only in the specific event that the director whose re-election is being proposed; (ii) items 5.1. and 5.2. of the Agenda regarding the pay of directors; and (iii) the events considered in sections b) or c) of Article 526.1 LSC, (dismissal, separation or removal of directors and institution of corporate liability action) which may be presented outside of the Agenda according to Law. In relation to the foregoing, if the represented party has not issued precise voting instructions, and unless expressly indicated otherwise, the representation will be deemed to be granted to the Secretary of the General Meeting of Shareholders.

III.- Common rules.

III.1. Period of exercise for distance communication representation and voting.

Any representations granted and votes cast by distance communication, both by post and electronically, may be issued as of the date on which the announcement is published and must be received by the Company at its registered address or through its website at least twenty-four (24) hours in advance of the scheduled date for the General Meeting, i.e. before 4 p.m. on 27 June 2017.

Any representations and votes received after this time will be deemed not to have been granted or cast respectively.

After the indicated period, only representations which have been granted in writing by means of the attendance card will be admitted; they must be presented at the shareholder entry registration desk at the place and on the date on which the General Meeting is held.

III.2. Priority rules about attendance, voting and representation by distance communication.

III.2.1. Priority of attendance in person.

The effect of attending the General Meeting in person will be to revoke the representation granted and the vote cast by distance communication

Representation status is always revocable. At any rate, the attendance of the principal at the Meeting will equate to the revocation of the granted representation.

III.2.2. Priority of remote voting over granting of distance representation.

Any vote cast by any means of distance communication will invalidate any representation granted electronically or by a printed card, even if it is done at an earlier stage, which will be deemed to be revoked, or at a later stage, which will be deemed not to have taken place.

III.2.3. Priority in the event of granting several representations or votes by distance communication.



If a shareholder validly grants several representations or validly casts several votes by different means of distance communication, the last representation and/or vote to be received will prevail and any that are received before will be invalidated.

III.3. Co-ownership

If any shares are co-owned, for the purpose of Article 126 LSC, it will be assumed that the co-owner that votes or grants the representation by distance communication is designated by the other co-owners to exercise the rights arising under the shares.

IV. Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms by which representations or votes are electronically granted/cast whenever required to do so by technical security reasons.

The Company will not be liable for any damage or loss which may be incurred by the shareholder arising from faults, overloads, line drops, connection faults, ineffective postal service or any other eventuality of an equal or similar kind, beyond the control of the Company, which may prevent the use of distance communication voting and representation mechanisms.

Shareholders' Electronic Forum

Pursuant to Article 539.2 LSC, as of the publication of this announcement and up to twenty-four (24) hours before 27 June 2017, a Shareholders' Electronic Forum will be made available on the website of the Company; both shareholders and voluntary associations established and registered in the special Register approved for this purpose in the National Securities Market Commission may access this forum. The Company website contains the Regulations governing the functioning of the Shareholders' Electronic Forum, with which shareholders must comply in order to use it.

To access the Forum, shareholders must certify their status, as indicated on the website, and identify themselves according to the instructions on this Announcement.

Right of information

Any shareholder may obtain from the Company, for assessment at the registered address or immediate dispatch free of charge, after a written request has been submitted, the following documents which are submitted to the Meeting for approval or informational purposes:

- The full text of the announcement.
- The total number of shares and voting rights on the date of the announcement.
- The financial statements and management report, relating to the 2016 financial year, of Fomento de Construcciones y Contratas, S.A.
- The financial statements and management report, relating to the 2016 financial year, of the Consolidated Group of companies of which Fomento de Construcciones y Contratas, S.A. is the parent.



- Any reports issued by external auditors in relation to the financial statements of the Company and its Consolidated Group.
- The declaration of responsibility in relation to the financial statements.
- The full text of the proposed resolutions submitted to the General Meeting of shareholders for approval and, as applicable, the supplement to the announcement and any proposed resolutions presented by shareholders, as and when they are received by the Company.
- The identity, CV and category concerning the persons whose re-election or appointment as directors are submitted for approval under item 4 of the Agenda and any prospective proposals and reports on their appointment and re-election, as well as any other information required by the Regulations of the General Meeting.
- The annual report on the pay of Directors relating to the 2016 financial year.
- The annual report on Corporate Governance relating to the 2016 financial year.
- Report of the Board of Directors on modifications made to the Regulations of the Board of Directors since the last General Meeting was held.
- The valid Regulations on the Board of Directors
- Report of the Audit and Control Commission regarding the independence of the external Auditor.
- Information on channels of communication between the Company and the shareholders for the purpose of gathering information or making suggestions.
- The means and procedures of granting representation in the General Meeting and casting votes remotely.
- **The attendance card, delegation of authority and remote voting template.**
- The Regulations governing the Functioning of the Shareholders' Electronic Forum.

All the documents listed may also be accessed or copied from the website of the Company (www.fcc.es) uninterruptedly as of the publication of the announcement and up to the time when the General Meeting is held, according to the provisions of Article 518 LSC.

Furthermore, pursuant to the provisions of Articles 197 and 520 LSC, up to the fifth day before the scheduled Meeting date, shareholders may ask the Board of Directors about any items included on the Agenda, or for any information or explanations that they see fit or even submit any questions that they see fit in writing. Shareholders may also ask for any information or explanations or even submit questions in writing about the information accessible to the public provided by the Company to the National Securities Market Commission since the last General Meeting was held, i.e from 28 June 2016 and regarding the auditor's report. For these purposes, shareholders may use the particular website of the Company (www.fcc.es), or contact the Stock Exchange and Investor Relations Department (**Av. del Camino de Santiago, 40, 28050 Madrid**).

Telephone: +34 91 757 47 51. Email address: ir@fcc.es.



From the time when the room opens, a table will be made available where shareholders may formally submit requests to speak. In this regard, pursuant to the provisions of Articles 197 and 520 LSC, when the Meeting is being held, shareholders may verbally ask the Board of Directors to make any explanations that they see fit about the aforementioned information.

Data Protection

By virtue of Organic Law 15/1999, of 13 December, on the Protection of Personal Data, Shareholders are informed that their personal data provided for the purpose of the General Meeting, and any which may be derived as a result of the same, will be included in an automated file or processed in an automated way with a view to managing and administering these data and, as applicable, those of their representatives, according to the scope of the General Meeting of the Company.

The holder of the data, according to the provisions established under Law, will have rights of access, rectification, cancellation and opposition of the data of the file through the corresponding notification (which must include the identification of the holder of the rights by means of a photocopied National ID Document (DNI)) to the following address: FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Av. del Camino de Santiago, 40, 28050 Madrid), with the reference "Data protection".

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., in its capacity as party responsible for the File, reports the adoption of any legally required security measures at its installations, systems and files, thereby guaranteeing the confidentiality of the personal data, except in events where these must be disclosed under Law.

09 May 2017. The Chairman of the Board of Directors.

Signed: Esther Alcocer Koplowitz.

The Meeting is expected to be held on the 1st call. There will be no bonus or gift for attendance.





FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

FULL TEXT OF THE PROPOSED RESOLUTIONS FORMULATED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF 28 JUNE 2017

1. **Assessment and, as applicable, approval of the financial statements and management reports, relating to the financial year of 2016 of the company Fomento de Construcciones y Contratas, S.A. and its Consolidated Group, as well as the management of the Board of Directors during this year.**

The following is proposed: "To Approve the Financial Statements and Management Report, relating to the 2016 financial year of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (hereinafter referred to as the "Company" or "FCC") and those of its Consolidated Group. These documents have been reported favourably by the Audit and Control Committee and verified by the Company's Account Auditor."

The following is also proposed: "To Approve the management of the Board of Directors of the Company during the financial year ending 31 December 2016."

2. **Assessment and, as applicable, approval of the proposed distribution of profit from 2016.**

Result shown by the Financial Statements of the year ending 31 December 2016 of the Consolidated Group. Losses:	-161.574.575.93 €
Result shown by the Financial Statements of the year ending 31 December 2016 of the company. Losses:	-229.361.840,98 €

In relation to the negative result shown by the Income Statement of the financial year of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., ending 31 December 2016, the following is proposed: "To allocate the result of the 2016 financial year, with a loss of €299,361,840.98, to the account of "Negative results from previous years"".

3. **Re-election of the auditors of the accounts of the Company and its Consolidated Group.**

The following is proposed: "To re-elect, based on a favourable report of the Audit and Control Committee, as Account Auditor of the Company and its Consolidated Group for the 2018 financial year, the firm DELOITTE, S.L., with registered address in Madrid, Plaza Pablo Ruiz Picasso, no. 1; registered in the Business and Trade Register of Madrid, in volume 13.650,





folio 188, section 8, sheet M-54414 and registered in the ROAC (Official Register of Auditors) under no. S-0692 and holder of Tax ID Code (CIF) B79104469.”

4. Appointment and/or re-election of directors.

4.1. Re-election of EAC INVERSIONES CORPORATIVAS, S.L. as director representing controlling shareholders.

The following is proposed: “Re-elect, based on a favourable report of the Appointments and Remuneration Committee, as member of the Board of Directors, effective as of the date of this Meeting and for the period established in the Articles of Association of four (4) years, EAC INVERSIONES CORPORATIVAS, S.L. with the category of director representing controlling shareholders”.

5. Remuneration of the members of the Board of Directors.

5.1. Remuneration of the members of the Board of Directors corresponding to 2016.

Pursuant to the provisions in the Annual Reports on Directors' Remuneration, which was put to a consultative vote and approved by the Ordinary General Meeting of Shareholders of 28 June 2016 and on the basis of the provisions of Article 38 of the Articles of Association, the remuneration system of directors includes a holding in the net proceeds and remuneration for the effective attendance of the directors at meetings of the Board and its Commissions.

Pursuant to the provisions of the proposed resolution of Point Two of the Agenda of this Meeting, the results from the 2016 financial year are such that there is no yield of the remuneration of the directors which includes a holding in the net proceeds.

As a result, directors will be remunerated for the performance of their duties only by virtue of their attendance at meetings of the Board and its internal Commissions and, for this purpose, the General Meeting must determine the corresponding amount in this regard, which will be distributed by the Board among its members, in view of their effective attendance at the meetings.

On the basis of the foregoing, the following is proposed: "Approve, pursuant to Article 38 of the Articles of Association, that the total amount to be distributed among the directors, corresponding to the remuneration from 2016 for the effective attendance at the Board and its Committees is €563,750".

5.2. Putting the annual report on pay of Directors corresponding to 2016 to a consultative vote.

Pursuant to the provisions of Article 541 of the Capital Company Law and Article 38 of the Articles of Association, the Board must produce a Report on directors' remuneration on a yearly basis. In its meeting of 10 March 2017, the Board of Directors of the Company, on the basis of favourable report of the Appointments and Remuneration Commission, approved the Report on Directors' Remuneration which was published as a Significant Event on the web site of the National Securities Market Commission on 15



March 2017 and was made available to shareholders on the Company web site as soon as the announcement of the General Meeting was published.

On the basis of the foregoing, the following is proposed: "Approving, on a consultative basis, the annual report on Directors' remuneration corresponding to 2016".

6. Reduction of the term of the call of the Extraordinary General Meetings.

Article 515 of the Capital Company Law allows the period for convening Extraordinary General Meetings to be reduced to a minimum notice period of fifteen days, provided the Company allows all its shareholders to vote electronically and this reduction is agreed at the Ordinary General Meeting with the favourable vote of shareholders representing two thirds of the share capital. The Law establishes that the resolution to reduce the period is only valid until the following Ordinary General Meeting.

On the basis of the foregoing, the following is proposed: "To approve, according to the provisions of Article 515 of the Capital Company Law, that Extraordinary General Meetings may be convened at least fifteen days in advance, as applicable. This resolution will be valid until the next Ordinary General Meeting is held".

7. Information about modifications made to the Rules of the Board of Directors since the last General Meeting was held.

Pursuant to the provisions of Article 528 of the Capital Company Law, the Board of Directors has made available to the shareholders of the Company, with a view to the Ordinary General Meeting, a Report which explains the scope and content of the amendment to the Rules of the Board of Directors of FCC as approved by the Board of Directors of the Company at its session of 28 July 2016.

As set out by the aforementioned report, the amendment to the Rules of the Board of Directors sought to adapt its content to the reform of the Capital Company Law and implement various technical improvements.

8. Broadly authorise the directors to develop, notarise, register, amend and execute the adopted resolutions.

The following is proposed: "Authorise the Board of Directors, as broad and sufficient as required by law, with express powers of substitution, and all the members of the Board of Directors of the Company, the Secretary and the Deputy Secretary of the Board, so that any of them may jointly and severally notarise the resolutions adopted at the General Meeting, with powers to amend, rectify or interpret the text thereof according to the verbal or written qualification in the Business and Trade Register and for the sole purpose of their registration therein. This authorisation also includes the execution of any kind of public or private documents required for the execution, development and formalisation of any resolutions adopted by the Meeting, without any limitation".
