REGULATORY DISCLOSURE

Madrid, 25 May 2016. In compliance with the provisions of Article 228 of the consolidated text of the Spanish Securities Market Law approved by Legislative Royal Decree 4/2015, of 23 October ("**SML**"), Fomento de Construcciones y Contratas ("**FCC**" or the "**Company**") hereby releases the following Regulatory Disclosure.

Today, the Board of Directors of FCC resolved to take steps to make a tender offer for 100% of the shares representing the capital stock of Cementos Portland Valderrivas, S.A. (**"CPV"**) with a view to delisting that company (the "**Offer**") at a price of 6 euro per share (the "**Offer Price**").

The resolution adopted by the Board of Directors and, consequently, the tender offer, are made expressly conditional upon approval by the Shareholders' Meeting of CPV of the resolutions to delist the shares of CPV from public and official trading on the Madrid and Bilbao Stock Exchanges and of the Tender Offer and the Offer Price, in accordance with the provisions of article 10.4 of Royal Decree 1066/2007, of 27 July, on tender offers for securities ("**RD 1066/2007**").

The aforementioned resolution was adopted without the participation of the directors of FCC who are connected to Inversora Carso, S.A. de C.V. and to the family group that owns the companies Dominum Desga, S.A., Samede Inversiones 2010, S.L.U., E.A.C. Inversiones Corporativas, S.L. and Dominum Dirección y Gestión, S.A., since they were in a situation of conflict of interest in this connection.

On this day, the Board of Directors of FCC requested that the Board of Directors of CPV commence the proceedings to (i) give notice of a Shareholders' Meeting at which the aforementioned motions will be submitted to the shareholders of CPV; and (ii) issue a directors' report in support of the Tender Offer and the Offer Price as referred to in article 82.3 of the SML.

Consequently, upon fulfilment of the aforementioned condition to which the resolution adopted today by the Board of Directors of FCC is subject, the Offer would be made in accordance with the terms and conditions set out below:

- ***Nature and purpose of the Offer***

  The purpose of the Offer is to delist the shares of CPV from the Madrid and Bilbao Stock Exchanges, in accordance with the provisions of article 82 of the SML and article 10 of RD 1066/2007.

  The Offer would not be subject to any conditions, though it would require authorisation from the Spanish National Securities Market Commission ("**CNMV**").

- ***Securities to which the Offer refers***

  The Offer would be made for all of the 51,787,608 shares of CPV that represent 100% of its capital stock, with the exception of: (i) 40,357,460 shares, representing 77.930% of the capital stock of CPV, which are owned by FCC, directly or indirectly; and (ii) those whose owners vote in favour of delisting at the Shareholders' Meeting of CPV and freeze their shares until the end of the period for acceptance of the Offer.

If, as a result of the Offer, the conditions envisaged in article 47 of RD 1066/2007 are met, the Company would perform a forcible purchase of the shares owned by those shareholders of CPV who had not accepted the Offer (squeeze-out).

- ***Consideration***

The Offer is configured as a purchase and sale transaction, the consideration being entirely in cash, to be paid in cash upon settlement of the transaction. The consideration to be offered has been set at 6 euro per share of CPV.

The Offer Price complies with the criteria for pricing of delisting tender offers that are established in articles 9, 10.5 and 10.6 of RD 1066/2007.

To this end, at the request of the Board of Directors of CPV, Banco Santander, S.A. has issued a valuation report addressed to the Boards of Directors of FCC and CPV for the purposes of determining the value of the CPV share in accordance with the criteria and methods envisaged in article 10.5 of RD 1066/2007.

Additionally, at the request of FCC, Ernst & Young, S.L. and Rothschild, S.A. have issued fairness opinions on the Offer being in FCC's interests, and on the suitability of the Offer Price.

BDO Auditores, S.L.P. have issued a report on the reasonableness of the methodologies and results of the valuations of CPV performed by (i) Banco Santander in the context of the Offer, and (ii) FCC in the context of the impairment test performed in drawing up FCC's audited consolidated financial statements for the year 2015.

- ***Announcement and presentation***

FCC will file a request for authorisation of the Offer by the CNMV within one month from fulfilment of the condition to which the FCC Board of Directors resolution to make the Offer is subject.