

**NOTIFICATION FORM FOR MAJOR HOLDINGS** (by those who do not have the right to vote on behalf of the issuer) (has to be sent to the issuer and to the Comisión Nacional del Mercado de Valores)<sup>i</sup>




**1. Identity of the issuer<sup>ii</sup>:**

Fomento de Construcciones y Contratas, S.A.

**2. Reason for the notification** (mark as appropriate):

Acquisition or disposal of voting rights

Transaction carried out in a regulated market 

Acquisition or disposal of financial instruments

Modification of the number of voting rights of the issuer

Other reasons (please specify)<sup>iii</sup>:

**3. Identity of person subject to the notification obligation<sup>iv</sup>:**

First and Last names or Company name

Three Bays Capital LP

City and country of registered office (if applicable):

Boston, United States of America

Agreement for concerted exercise of voting rights<sup>v</sup>

First and Last names or company name of the parties to the agreement	Number of voting rights	% voting rights

**4. Full name of shareholder(s) or holder of the financial instrument** (if different from 3) (see 4 bis in the annex)<sup>vi</sup>:

TBC Master LP

**5. Date on which the threshold was crossed or reached<sup>vi</sup>:**

23 June 2016

**6. Total position of person(s) subject to the notification obligation:**

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of the issuer <sup>viii</sup>
Resulting situation on the date on which threshold was crossed or reached	0	9.135	9.135	378,825,506
Position of previous notification (if applicable)	0	9.136	9.136	

# STANDARD FORM I

## 7. Notification detail of the resulting situation on the date on which the threshold was crossed or reached <sup>ix</sup>

### A: Voting rights attached to shares

Class or type of shares ISIN Code <sup>x</sup> (if possible)	Number of voting rights <sup>xi</sup>		% voting rights	
	Direct (Art 9 Directive 2004/109/EC and Art 23 RD 1362/2007)	Indirect (Art 10 Directive 2004/109/EC and Art 24 RD 1362/2007)	Direct (Art 9 Directive 2004/109/EC and Art 23 RD 1362/2007)	Indirect (Art 10 Directive 2004/109/EC and Art 23 RD 1362/2007)
<b>SUBTOTAL A</b>				

### B 1: Financial instruments according to Art. 13(1)(a) Directive 2004/109/EC and Art. 28.1 a) RD 1362/2007

Type of financial instrument	Expiration date <sup>xii</sup>	Exercise/ conversion period <sup>xiii</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted	% of voting rights
		<b>SUBTOTAL B.1</b>		

### B 2: Financial instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC and Art. 28.1 b) of RD 1362/2007

Type of financial instrument	Expiration date <sup>xii</sup>	Exercise/ conversion period <sup>xiii</sup>	Physical or cash settlement	Number of voting rights <sup>xiv</sup>	% of voting rights
Swap	n/a	n/a	Cash	34,608,583	9.135
			<b>SUBTOTAL B.2</b>	34,608,583	9.135

# STANDARD FORM I

**8. Information in relation to the person subject to the notification obligation** (please tick the applicable box):

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer<sup>xv</sup>

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity<sup>xvi</sup>

Information in relation to the full chain of control:

First and last names or Company name <sup>xvi</sup>	% of voting rights	% of voting rights through financial instruments	Total (if the sum is equal or higher than 3% or 1% when the residence is in a tax haven jurisdiction)

**9. Voting rights received/granted by way of proxy for a particular General Meeting**<sup>xvii</sup>

Number of voting rights	% of voting rights	Date (dd/mm/yyyy)

**10. Additional information**<sup>xviii</sup>:

The financial instruments subject to this disclosure correspond to the fund TBC Master LP, which is managed by Three Bays Capital LP. Three Bays Capital LP is a management company controlled by its general partner, TBC GP LLC, whose managing member is Mr. Matthew Sidman.

This notification is submitted as a result of transactions carried out in the course of a public takeover bid.

**Annulment of notifications previously sent**

Number incoming register	Date incoming register	Reasons for the annulment

Place and date of the notification

Madrid, 27 June 2016