

**MINUTES OF THE EXTRAORDINARY AND UNIVERSAL GENERAL MEETING
OF THE COMPANY, PROMOCIONES Y URBANIZACIONES MARTIN, S.A.,
HELD ON 27th JUNE 2007**

In Madrid, at 12:00 midday on 27th June 2007, at Hotel Barceló Coruña, located in La Coruña, calle Enrique Mariñas, s/n, all the Shareholders of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. (hereinafter, the “Company”), who represent all the subscribed and paid up corporate capital of the Company, with a right to vote, and who are identified below met together.

LIST OF PERSONS ATTENDING

- FEMARAL, S.L., represented at this proceeding by Mr. Fernando Martín Álvarez, in his position as Joint Administrator.

Mr. Fernando Martín Álvarez

- ALMARFE, S.L., represented at this proceeding by Mr. Fernando Martín Álvarez, in his position as Sole Administrator.

Mr. Fernando Martín Álvarez

- FT CASTELLANA CONSULTORES INMOBILIARIOS, S.A.U., represented at this proceeding by Mr. Fernando Martín Álvarez, in his position as the individual representing the legal entity which is Sole Administrator, FEMARAL, S.L.

Mr. Fernando Martín Álvarez

- GRUPO EMPRESARIAL DE ANTEQUERA, S.L., represented at this proceeding by Mr. Rafael Bravo Caro, in his position as Holder of Power of Attorney.

Mr. Rafael Bravo Caro

- EL ROMERAL DE ANTEQUERA, S.A., represented at this proceeding by Mr. Rafael Bravo Caro, in his position as Holder of Power of Attorney.

Mr. Rafael Bravo Caro

- AS DE GANADO Y CULTIVO, S.A., represented at this proceeding by Mr. Rafael Bravo Caro, in his position as Holder of Power of Attorney.

Mr. Rafael Bravo Caro

- PETRAXARQUÍA, S.L., represented at this proceeding by Mr. Antonio Martín Criado, in his position as Joint Administrator.

Mr. Antonio Martín Criado

AGUIEIRA DE INVERSIONES, S.L., represented at this proceeding by its Joint Administrator, the company, INVERSIONES SAONA, S.L., which appears represented by Mr. Juan Carlos Rodríguez Cebrián, in his position as individual representing the company in the exercise of the said position.

INVERSIONES SAONA, S.L.

Representative: Mr. Juan Carlos Rodríguez Cebrián

- CAJA DE AHORROS Y MONTE DE PIEDAD DE VALENCIA, CASTELLÓN Y ALICANTE, BANCAJA, represented at this proceeding by Mr. José Luis Olivas Martínez, in his position as Holder of Power of Attorney.

Mr. José Luis Olivas Martínez

- TASK ARENAL, S.L., represented at this proceeding by Mr. Jesús Salazar Bello, in his position as Sole Administrator.

Mr. Angel Varela Varas

- TASK DOZOLA, S.L., represented at this proceeding by Mr. Ángel Varela Varas, in his position as Holder of Power of Attorney.

Mr. Ángel Varela Varas

- CAIXA DE AFORROS DE VIGO, OURENSE E PONTEVEDRA, represented at this proceeding by Mr. Ángel Varela Varas, in his position as Holder of Power of Attorney.

Mr. Ángel Varela Varas

- CAJA DE AHORROS Y MONTE DE PIEDAD DE ÁVILA, represented at this proceeding by Mr. Ángel Varela Varas, in his position as Holder of Power of Attorney.

Mr.. Ángel Varela Varas

- CAJA DE AHORROS MUNICIPAL DE BURGOS, represented at this proceeding by Mr. Ángel Varela Varas, in his position as Holder of Power of Attorney.

Mr. Ángel Varela Varas

- GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y MONTE DE PIEDAD DE NAVARRA, S.A.U., represented at this proceeding by Mr. Fernando Martín Álvarez, in his position as Holder of Power of Attorney.

Mr. Fernando Martín Álvarez

The previous shareholders represent the totality of the corporate capital with a right to vote of the Company.

The Shareholders unanimously agree, under the protection of the provisions of article 99 of the Limited Liability Companies Act, to constitute themselves as the Extraordinary General Meeting with the character of a Universal General Meeting, likewise unanimously approving the Agenda under which the Meeting must be held, and which is transcribed below:

AGENDA

First.- Application of the regime of fiscal consolidation set out in Chapter VII of Title VII of the Revised Text of the Company Tax Act approved by Royal Legislative Decree 4/2004.

Second.- Reduction of the corporate capital by means of lessening the nominal value of the shares, which will cease to have the nominal value of 6.01 euros and will have the nominal value of 5.64 euros, by means of the constitution of a restricted reserve for the total amount of the lessening of the nominal value, with exclusion of the right of opposition of creditors, and simultaneous reduction of the nominal value of the shares by the amount of 5.61 euros per share, by means of the splitting of each share into 188 shares of 0.03 euros of nominal value each. Consequent modification of the Corporate Articles.

Third.- Appointment of Auditors of the Company and of its Consolidated Group of Companies, under the protection of the provisions of articles 42 of the Code of Commerce and 204 of the Limited Liability Companies Act.

Fourth.- Modification of the system of representation of the shares by means of the transformation of the stock certificate into accounting entries, with the consequent modification of the Corporate Articles and delegation to the Board of Directors.

Fifth.- Approval of the take-over merger of the company, FADESA INMOBILIARIA, S.A. (company taken over) by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. (company taking over), in accordance with the Merger Project deposited at the Madrid Company Registry. Approval as the Merger Balance Sheet of the annual balance sheet of the Company closed on 31st December 2006. Increase in the corporate capital and consequent modification of the Corporate Articles. Adherence of the merger to the tax regime set down in chapter VIII, Title VII of the Revised Text of the Company Tax Act approved by Royal Legislative Decree 4/2004, of 5th March. Establishment of a procedure for the exchange of shares.

Sixth.- Approval of the absorption merger of the company, VALL FOSCA INTERLLACS, S.A. (company absorbed) with PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. (company absorbing), in accordance with the Merger Project deposited at the Madrid Company Registry. Approval as the Merger Balance Sheet of the annual balance sheet of the Company closed on 31st December 2006. Adherence of the merger to the tax regime set

down in chapter VIII, Title VII of the Revised Text of the Company Tax Act approved by Royal Legislative Decree 4/2004, of 5th March.

Seventh.- Application for admission to stock market negotiation of the shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and delegation to the Board of Directors.

Eighth.- Modification of the company name and consequent modification of the Corporate Articles.

Ninth.- Modification of the corporate purpose and consequent modification of the Corporate Articles.

Tenth.- Modification of the minimum and maximum number of members of the Board of Directors, fixing of the new number of directors, and consequent modification of the Corporate Articles. Renunciation, re-election and appointment if applicable of Directors. Modification of the Corporate Articles.

Eleventh.- Modifications to the Articles as a consequence of the merger and of the application for admission to listing on the stock exchange of all the shares of the Company. Approval of a new revised text of the Corporate Articles.

Twelfth.- Approval of the Regulations of the General Meeting of Shareholders of the Company and delegation to the Board of Directors.

Thirteenth.- Report to the General Meeting on the Regulations of the Board of Directors.

Fourteenth.- Transfer of the corporate registered office and consequent modification of the Corporate Articles.

Fifteenth.- Delegation to the Board of Directors of the power to increase the corporate capital by means of money contributions, under the protection of the provisions of article 153.1 b) of the Limited Liability Companies Act and, if applicable, to exclude the right of preferential subscription in accordance with the provisions set down in article 159.2 of the same Act.

Sixteenth.- Delegation to the Board of Directors of the power to issue fixed income securities, simple or exchangeable or convertible into shares, promissory notes, warrants, preferential stockholdings, authorising the Company so that it may guarantee issues of fixed income carried out by Group companies.

Seventeenth.- Authorization for the Company to proceed to the purchase of its own shares, either directly or through Group companies, in accordance with the provisions of Article 75 of the Revised Text of the Limited Liability Companies Act, setting down the limits or requirements of these purchases, and with the express power to reduce the corporate capital in order to repay its own shares, delegating to the Board of Directors the powers necessary for the execution of the decisions that are taken by the Meeting in this regard.

Eighteenth.- Fixing of the annual payment to the directors.

Nineteenth.- Delegation of powers to the Board of Directors, with the power of substitution, to formalise, correct, interpret and execute the decisions taken by the General Meeting.

Twentieth.- Drawing up, reading and approval of the Minutes of the meeting.

FEMARAL, S.L., duly represented by Mr. Fernando Martín Álvarez, acts as Chairman and, Mr. Javier Lacleta Michelena, as Secretary of the Extraordinary General Meeting. They occupy these positions in the Board of Directors of the company.

All the members of the Board of Directors, that is to say, FEMARAL, S.L., duly represented by Mr. Fernando Martín Álvarez, Mr. Jesús Javier Pablo Pallás Escanilla, Mr. Fernando Sáiz López, FT CASTELLANA CONSULTORES INMOBILIARIOS, S.A.U., duly represented by Mr. Javier Lacleta Michelena and Mr. Enrique Martín Alonso attended the meeting.

The meeting was also attended by Mr. Antonio Martín Criado, Mr. Rafael Bravo Caro, Mr. Fernando Martín del Agua, Mr. Juan Carlos Rodríguez Cebrián, Mr. Jesús Ignacio Salazar Bello, Mr. Jose Manuel Serra Peris, Mr. Joaquín Sánchez-Izquierdo Aguirre, Mr. José Luis Suárez Barragato, Mr. José Luis Olivás Martínez and Mr. Carlos Vela García-Noreña.

The session having been declared open by the Chairman, and after the debates, the exchanges of opinions among those attending and the deliberations, the following resolutions were taken unanimously.

RESOLUTIONS

FIRST.- APPLICATION OF THE REGIME OF FISCAL CONSOLIDATION SET OUT IN CHAPTER VII OF TITLE VII OF THE REVISED TEXT OF THE COMPANY TAX ACT APPROVED BY ROYAL LEGISLATIVE DECREE 4/2004.

It was unanimously agreed that PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. would adhere to the Regime of Fiscal Consolidation set out in Chapter VII of Title VII of the Revised Text of the Company Tax Act, approved by Royal Legislative Decree 4/2004, of 5th March, as the dominant company of the set of dependent companies making up its fiscal group, in which the requirements of the application of the regime of fiscal consolidation attributed in articles 67 and 70 of the above-mentioned Royal Legislative Decree 4/2004, of 5th March, are fulfilled.

For these purposes, the present resolution will be notified to the tax administration in the terms set out in the regulations on Company Tax.

SECOND.- REDUCTION OF THE CORPORATE CAPITAL BY MEANS OF LESSENING THE NOMINAL VALUE OF THE SHARES, WHICH WILL CEASE TO HAVE THE NOMINAL VALUE OF 6.01 EUROS AND WILL HAVE THE NOMINAL VALUE OF 5.64 EUROS, BY MEANS OF THE CONSTITUTION OF A RESERVE THAT CANNOT BE DISPOSED OF FOR THE TOTAL AMOUNT OF THE LESSENING OF THE NOMINAL VALUE, WITH EXCLUSION OF THE RIGHT OF OPPOSITION OF CREDITORS, AND SIMULTANEOUS REDUCTION OF THE NOMINAL VALUE OF THE SHARES BY THE AMOUNT OF 5.61 EUROS PER SHARE, BY MEANS OF THE SPLITTING OF EACH SHARE INTO 188 SHARES OF 0.03 EUROS OF NOMINAL VALUE EACH. CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES.

1. Reduction of the corporate capital

In the terms set down in the report drawn up and approved by the Board of Directors in its meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to reduce the corporate capital by ONE HUNDRED AND FORTY-FIVE THOUSAND SEVEN HUNDRED AND FOURTEEN EUROS, EIGHTY-EIGHT CENTS (€ 145,714.88), fixing the corporate capital at TWO MILLION TWO HUNDRED AND TWENTY-ONE THOUSAND ONE HUNDRED AND SIXTY-SEVEN EUROS AND THIRTY-SIX CENTS (€2,221,167.36), by means of the reduction of the nominal value of the 393,824 shares in circulation by €0.37 per share, with the nominal value becoming € 5.64 per share. The reduction of the nominal value of the shares will equally affect all the shares in the Company.

The reduction is effected charged against reserves that may be freely disposed of taking as a base the existing voluntary reserves in the balance sheet of the Company closed on 31st December 2006, which corresponds to the annual accounts of 2006, verified on 17th April 2007 by Olszewski Auditores, S.L., with registered office in Madrid, Nuñez de Balboa 116, 3^a Planta, registered at the Madrid Company Registry in Volume 561, Folio 13, Section 8, Page M-12345 , First registration, and in the Official Registry of Auditors under number S0479, in their auditors' report, which is attached to these minutes as **Appendix 1**, and this balance sheet will be attached together with the auditors' report to the deed which documents the execution of the resolution of reduction of capital.

The reduction of capital is carried out by means of the creation of a reserve that may not be disposed of for the same amount as the reduction in nominal value, that is to say, ONE HUNDRED AND FORTY-FIVE THOUSAND SEVEN HUNDRED AND FOURTEEN EUROS EIGHTY-EIGHT CENTS (€ 145,714.88), from which it is only possible to withdraw with the same requirements as those required for the reduction of corporate capital. In accordance with article 167.3 of the Limited Liability Companies Act, there is no right of opposition for creditors.

2. Reduction in the nominal value of the shares with splitting of the number of shares in circulation

It was then simultaneously and unanimously decided to reduce the nominal value of the shares currently set at 5.64 euros per share, to 0.03 euros per share, simultaneously increasing the number of shares in circulation from the current 393,824 shares to 74,038,912 shares, by means of the splitting of each old share of a nominal value of 5.64 euros of nominal value into 188 new shares of a nominal value of 0.03 euros each, without any change to the amount of the corporate capital of the Company. The new shares will be ordinary and will confer on their owners the same rights as the old shares.

3. Distribution of shares

After the reduction of the corporate capital and the reduction in the nominal value of the shares with the splitting of the number of shares in circulation approved in sections 1 and 2 above, the distribution of shares of the Company is as is set out in the following table:

SHAREHOLDERS	NUMBER OF SHARES
FEMARAL, S.L.	From number 1 to 11,200; from number 11,203 to 150,000; from number 210,001 to 213,958 and from number 393,825 to 29,183,596.
FT CASTELLANA CONSULTORES INMOBILIARIOS, S.A.	From number 150,001 to 210,000 and from number 29,183,597 to 40,403,596.
ALMARFE, S.L.	Numbers 11,201 and 11,202; from number 213,959 to 220,400; from number 40,403,597 to 41,608,624.
GRUPO EMPRESARIAL DE ANTEQUERA, S.L.	From number 220,401 to 224,454 and from number 41,608,625 to 42,366,722.
EL ROMERAL DE ANTEQUERA, S.A.	From number 224,455 to 261,369 and from number 42,366,723 to 49,269,827.
AS DE GANADO Y CULTIVO,S.A.	From number 261,370 to 275,982 and from number 49,269,828 to 52,002,458.
PETRAXARQUÍA, S.L.	From number 275,983 to 293,867 and from number 52,002,459 to 55,346,953.
AGUIEIRA DE INVERSIONES, S.L.	From number 293,868 to 328,129 and from number 55,346,954 to 61,753,947.
CAJA DE AHORROS Y MONTE DE PIEDAD DE VALENCIA, CASTELLÓN Y ALINCANTE "BANCAJA"	From number 328,130 to 355,135 and from number 61,753,948 to 66,804,069.
TASK ARENAL, S.L.	From number 355,136 to 366,802 and from number 66,804,070 to 68,985,798.
TASK DOZOLA, S.L.	From number 366,803 to 374,580 and from number 68,985,799 to 70,440,284.
CAJA DE AHORROS DE VIGO, ORENSE Y PONTEVEDRA "CAIXANOVA"	From number 374,581 to 379,520 and from number 70,440,285 to 71,364,064.

CAJA DE AHORROS Y MONTE DE PIEDAD DE ÁVILA	From number 379,521 to 384,460 and from number 71,364,065 to 72,287,844.
CAJA DE AHORROS MUNICIPAL DE BURGOS	From number 384,461 to 389,400 and from number 72,287,845 to 73,211,624.
GRUPO CORPORATIVO EMPRESARIAL DE LA CAJA DE AHORROS Y MONTE DE PIEDAD DE NAVARRA, S.A.U.	From number 389,401 to 393,824 and from number 73,211,625 to 74,038,912.

4. Execution of the reduction of capital and of the splitting of the number of shares

As the totality of the corporate capital was present or duly represented, the above-mentioned reduction of capital by ONE HUNDRED AND FORTY-FIVE THOUSAND SEVEN HUNDRED AND FOURTEEN EUROS EIGHTY-EIGHT CENTS (€ 145,714.88), and the subsequent splitting of the number of shares in the Company is executed in this proceeding, by means of the recording and stamping of the new nominal value of the shares of the Company in the multiple securities already issued, recording the new nominal value of 0.03 euros per share in the multiple securities issued, with all shareholders unanimously renouncing the publication of the announcement of exchange of the representative securities to which article 59.1 of the Limited Liability Companies Act refers. Likewise, at this proceeding the modification of the Register of Nominal Shares of the Company is carried out to register the nominal value and the new numeration of the shares in favour of each shareholder.

5. Modification of the Corporate Articles

As a consequence of the foregoing, it was unanimously decided to modify article 5 of the current Corporate Articles, which will be expressed as follows:

“Article 5º.- The corporate capital is set at the sum of 2,221,167.36 euros, totally subscribed and paid up, divided into 74,038,912 shares of 0.03 euros of nominal value each, numbered correlatively from 1 to 74,038,912, of the same class and series.”

6. Delegation of powers

It was likewise unanimously agreed to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors for the interpretation, correction, execution and development of the present agreement, including the adaptation of the same to the verbal or written description of the Company Registrar or of any other competent authorities, civil servants and institutions for the purpose, as well as for the fulfilment of all requirements that may be legally demandable for its efficacy, including the publication, in accordance with the

provisions of articles 165, 166 and 167 of the Limited Liability Companies Act, of the agreement for reduction of capital.

THIRD.- APPOINTMENT OF AUDITORS OF THE COMPANY AND OF ITS CONSOLIDATED GROUP OF COMPANIES, UNDER THE PROTECTION OF THE PROVISIONS OF ARTICLES 42 OF THE CODE OF COMMERCE AND 204 OF THE LIMITED LIABILITY COMPANIES ACT.

1. Appointment of the Auditor

It was unanimously agreed to appoint as Auditors of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., and, if applicable, of its Consolidated Group of Companies, the company, ERNST & YOUNG, S.L., an institution of Spanish nationality, with registered office in Madrid, Plaza Pablo Ruiz Picasso, Torre Picasso, with Fiscal Identification Code number B78970506, registered at the Madrid Company Registry in Volume 14109, Book 0, Folio 216, Section 8, Page 23123, and in the Official Registry of Auditors under number S0530.

The designation of the Auditor is for an initial period of three (3) years, with the first financial year to audit being 2007, closed upon 31st December 2007, and they may be re-elected by the General Meeting annually once the initial period is at an end. The above-mentioned auditing company will be notified of its appointment, for its acceptance, if applicable.

2. Delegation of powers

It was unanimously agreed to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors, as widely as may in Law be necessary, so that any of them, jointly and without distinction, may negotiate, modify and sign the contract for provision of services that, for these purposes, is formalised with the Auditor designate, and may for this purpose, set and fix the terms, agreements, pacts and conditions that he deems appropriate, and sign for the purpose all those public or private documents that may be necessary for the complete perfection of the corresponding contract of provision of services, as well as executing the corresponding deed of notarial protocolisation until the agreements are registered at the Company Registry.

FOURTH.- MODIFICATION OF THE SYSTEM OF REPRESENTATION OF THE SHARES BY MEANS OF THE TRANSFORMATION OF THE STOCK CERTIFICATE INTO ACCOUNTING ENTRIES, WITH THE CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES AND DELEGATION TO THE BOARD OF DIRECTORS.

In the terms set down in the report drawn up and approved by the Board of Directors at its meeting of 22nd May 2007 on modifications to the articles, it was unanimously agreed to modify the system of representation of the shares, transforming the nominal stock certificates representing the shares into which the corporate capital is divided into accounting entries. Likewise, it was unanimously agreed to designate the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)” and its participating bodies as bodies responsible for the accounting record of the shares representing the corporate capital.

1. Procedure of transformation

With all the shareholders either present or duly represented and being cognisant of the present resolution, they unanimously resolved to renounce the publication of the announcement of the transformation of the stock certificates representing the shares into accounting entries referred to in section 3 of article 4 of Royal Decree 116/1992, of 14th February.

The shareholders hand over in the present proceeding the totality of the physical stock certificates representing their shares to the Secretary of the Board of Directors, who receives them at this proceeding for the purpose of their transformation. Likewise, the shareholders unanimously resolved to delegate to the Board of Directors, as widely as might be necessary in Law, with express powers of substitution to any of its members, so that he may carry out the steps that are considered necessary and may implement the most efficient procedure in order to achieve the transformation of the physical certificates into accounting entries.

The Board of Directors must verify the handover of the physical stock certificates representing the shares to the participating body of IBERCLEAR which is designated for the purpose in accordance with the provisions of the foregoing paragraph.

2. Modification to the articles

In consequence, it was unanimously resolved to modify article 6 of the current Corporate Articles which will hereafter have the following literal form:

“Article 6.- Representation of the shares

1. The shares are represented by means of accounting entries and are constituted as such by virtue of their registration in the corresponding accounting register (in which the rights that exist over the same are entered in accordance with the provisions of Act 24/1988, of 28th July, of the Securities Market, and in Royal Decree 116/1992, of 14th February, and other applicable provisions), which will reflect the mentions included in the deed of issue and are integrally paid up.

2. Legitimation for the exercise of the rights of a shareholder, including if applicable the transfer, is obtained by means of registration in the accounting registry that grants

legitimate title and authorises the owner in the register to demand that the Company should recognise him as a shareholder.

This authorisation may be accredited by means of showing the appropriate certificates, issued by the body responsible for the accounting registers.”

3. Delegation of powers

It was unanimously resolved to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors, all those powers which may be necessary to:

- (a) Execute the public deed or equivalent documentation in which the representation of the shares by means of accounts entries will be recorded;
- (b) Deposit a copy of the deed of transformation of the representation of shares of stock certificates into accounting entries at Iberclear and at the institution or institutions participating in Iberclear as designated by the Board of Directors (or, if applicable, that or those of its members to whom the Board of Directors delegates the appropriate powers to make that designation), as well as at the CNMV and the other Governing Bodies of the Securities Exchanges where the admission for official listing of the shares is to be requested;
- (c) Deposit at the participating institution or institutions in Iberclear referred to above, the physical stock certificates representing the shares and certify for this purpose the share ownership in the Company; and
- (d) Carry out all other actions and steps that may be necessary or appropriate for the transformation into accounting entries of the stock certificates representing the shares.

FIFTH.- APPROVAL OF THE TAKE-OVER MERGER OF THE COMPANY, FADESA INMOBILIARIA, S.A. (COMPANY TAKEN OVER) BY PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. (COMPANY TAKING OVER), IN ACCORDANCE WITH THE MERGER PROJECT DEPOSITED AT THE MADRID COMPANY REGISTRY. APPROVAL AS THE MERGER BALANCE SHEET OF THE ANNUAL BALANCE SHEET OF THE COMPANY CLOSED ON 31ST DECEMBER 2006. INCREASE IN THE CORPORATE CAPITAL AND CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES. ADHERENCE OF THE MERGER TO THE TAX REGIME SET DOWN IN CHAPTER VIII, TITLE VII OF THE REVISED TEXT OF THE COMPANY TAX ACT APPROVED BY ROYAL LEGISLATIVE DECREE 4/2004, OF 5TH MARCH. ESTABLISHMENT OF A PROCEDURE FOR THE EXCHANGE OF SHARES.

The following matters are submitted for the approval of the General Meeting:

1. Report of the administrators of the Company on any important modification of the assets or liabilities of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and FADESA INMOBILIARIA, S.A. occurring between the date of drawing up the Merger Project (11th April 2007) and the date of the present meeting.

For the purposes of the provisions of article 238.2 of the Limited Liability Companies Act, the Chairman of the Board of Directors informed the shareholders of the occurrence of the following events since the date of drawing up the Merger Project:

(a) That on 18th April 2007 the take-over merger of the company, PROMOCIONES Y URBANIZACIONES MARTIN, S.A., as the company taking over, and its wholly-owned subsidiary, the company HUSON BIG, S.L. as the company taken over, was approved by the Extraordinary General Meeting of shareholders of the Company held as a universal meeting, with the total transfer to PROMOCIONES Y URBANIZACIONES MARTIN, S.A. of the property of HUSON BIG, S.L., which was dissolved and extinguished without liquidation, with PROMOCIONES Y URBANIZACIONES MARTIN, S.A. acquiring by universal succession the totality of the assets and liabilities of HUSON BIG, S.L.; and

(b) That on 22nd May 2007, the administrators of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and VALL FOSCA INTERLLACS, S.A. proceeded to draw up and sign the take-over Merger Project of the company VALL FOSCA INTERLLACS, S.A. by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., according to which the company, VALL FOSCA INTERLLACS, S.A., would be taken over by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., with dissolution without liquidation of VALL FOSCA INTERLLACS, S.A., and the transfer en bloc of the corporate property of the latter to PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., which would acquire the said property by universal succession in the rights and obligations of the former, and the said operation of merger, was conditional on the prior registration at the corresponding Company Registry of the absorption merger of FADESA INMOBILIARIA, S.A. (the current owner of 100% of the shares into which the corporate capital of VALL FOSCA INTERLLACS, S.A. is divided) on the part of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. This merger Project, as well as the operation of absorption merger between the above-mentioned companies, would be the object of analysis and, if applicable, approval, in the Eighth Resolution below.

2. Examination and approval, if applicable, of the merger balance sheet.

It was unanimously resolved to approve as the Merger Balance Sheet the Balance Sheet that was closed on 31st December 2006, the last annual balance sheet approved at the Ordinary General Meeting of the Company on 17th April 2007, integrated in the annual accounts of the company, duly verified by the Auditors, the company, Olszewski Auditores, S.L., and formulated by the Board of Directors on 30th March 2007.

The text of the Merger balance is attached to these Minutes as **Appendix 2**, forming an integral part of the same, together with the Report of verification of the auditors.

3. Examination and approval, if applicable, of the merger Project of FADESA INMOBILIARIA, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

It was unanimously resolved to integrally approve the sole Take-Over Merger Project by which FADESA INMOBILIARIA, S.A. will be taken over by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., with dissolution without liquidation, of FADESA INMOBILIARIA, S.A. and transfer en bloc of all the corporate property to PROMOCIONES Y URBANIZACIONES MARTIN, S.A., which will acquire by universal succession, the rights and obligations of FADESA INMOBILIARIA, S.A.

The said sole Merger Project was drawn up and signed by the members of the Boards of Directors of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and of FADESA INMOBILIARIA, S.A., in the terms set out in the sole Merger Project itself, on 11th April 2007, and was duly deposited in the Madrid Company Registry on 12th April 2007 and at the Company Registry of La Coruña on 16th April 2007. The deposits of the sole merger Project were published in the BORME on 25th and 26th April, respectively.

A copy of the approved sole merger Project is attached to these Minutes as **Appendix 3**, forming an integral part of the same.

4. Approval, if applicable, of the merger operation of FADESA INMOBILIARIA, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A. by means of the absorption of the first body by the second, with extinction without liquidation of FADESA INMOBILIARIA, S.A. and transfer en bloc, universally, of its property to PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

It was unanimously resolved to approve the take-over merger between FADESA INMOBILIARIA, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A. with dissolution without liquidation of FADESA INMOBILIARIA, S.A. and transfer en bloc universally of its property to the company taking over, PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., which will acquire by universal succession the rights and obligations of FADESA INMOBILIARIA, S.A., all of which is in accordance with the sole Merger Project approved in item 3 above.

Likewise, in fulfilment of the provisions of article 240 of the Limited Liability Companies Act and 228 of the Regulations of the Company Registry, the following circumstances are here recorded, all of which is in accordance with the sole merger Project approved in item 3 above:

I. Identity of the companies participating in the merger:

A) PROMOCIONES Y URBANIZACIONES MARTIN, S.A. (Absorbing Company)

PROMOCIONES Y URBANIZACIONES MARTIN, S.A., a company incorporated for an indefinite period as a limited liability company by means of a deed executed before the Madrid Notary, Mr. Pedro de la Herrán Matorral on 20th November 1991 with number 3,210 of his protocol, modified by other subsequent ones and with its Articles adapted to

the current Limited Liability Companies Act by means of a deed executed before the same Notary's Office, on 9th February 1996, under number 456 of his protocol. The company has a N.I.F. (Fiscal Identification Code) number A-80163587.

Registered at the Madrid Company Registry in Volume 1854, Folio 38, Page M- 33381, First Registration.

It has its registered office in Madrid, Paseo de la Castellana number 120.

B) FADESA INMOBILIARIA, S.A. (Absorbed Company)

FADESA INMOBILIARIA, S.A., incorporated for an indefinite period with the denomination of "Edificaciones Coruñesas, S.A.", in a deed authorised on 4th July 1980 by the notary of La Coruña Mr. Francisco-Javier Sanz Valdés, which was registered at the Company Registry of this province, in Volume 263 of the Archive, Book 120 of Section 3 of Companies, folio 126, page number 1,259. It adapted its articles in a deed authorised by the La Coruña notary Mr. Francisco-Manuel Ordóñez Armán on 26th June 1992, number 1781 of his protocol, which was registered at the Company Registry of La Coruña, in Volume 1185 of the Registry, General Section, folio 203, page number C-6.643. It changed its denomination to that of Urbanizadora Inmobiliaria Fadese, S.A. in a deed of merger authorised by the above-mentioned notary of La Coruña, Sr. Ordóñez Armán, on 31st October 1997, under number 2,724 of his protocol, which was registered in the Company Registry of La Coruña, in Volume 1,956 of the Archive, General Section, folio 141, page number C-6,643, 20. Finally, it changed that denomination to the current one, in a deed authorised by the notary of La Coruña, Mr. Ramón González Gómez, on 23rd April 1999, number 1,791 of his protocol, which was registered at the Company Registry of La Coruña, in Volume 1,956 of the Archive, General Section, folio 181, page number C-6,643 duplicated. The company has Fiscal Identification Code number A-15036510.

Registered in the Company Registry of La Coruña, in volume 1,185, folio 203, page number C-6643.

It has its registered office in La Coruña, Avenida Alfonso Molina s/n, Edificio Fadesa.

II. Modifications to the articles:

PROMOCIONES Y URBANIZACIONES MARTIN, S.A., in its position as the absorbing company, will carry out the modifications to its articles which are proposed as items Eighth, Ninth, Tenth, Eleventh and Fourteenth of the Agenda, to which reference is made in the Eighth, Ninth, Tenth, Eleventh and Fourteenth Resolutions below.

For the proper purposes, it is recorded that the effectiveness of the modifications to the articles proposed under the Eighth, Ninth and Fourteenth items, relating to the modification of the company name, the corporate purpose and the registered office is conditional on and suspended until the registration of the Deed which documents the resolutions of merger at the Madrid Company Registry.

III. Rate of exchange of the shares:

The rate of exchange of the shares has been determined on the basis of the real value of the corporate property of the companies that are merged. In this sense, the equivalent to the CONTRAPRESTACION of the Public Offer of Purchase (hereinafter the "TAKEOVER") has been taken into account as part of the value of FADESA INMOBILIARIA, S.A. This was formulated jointly and in a concerted manner by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and HUSON BIG, S.L. over the totality of the corporate capital of the company, FADESA INMOBILIARIA, S.A., and which was approved by the National Securities Market Commission on 6th February 2007.

For the determination of the value of PROMOCIONES Y URBANIZACIONES MARTIN, S.A., criteria that are homogeneous with those used in the incorporation of new institutional investors in PROMOCIONES Y URBANIZACIONES MARTIN, S.A. have been borne in mind as a consequence of the increase in corporate capital approved by the General Meeting of Shareholders of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. on 12th March 2006.

Likewise, for fixing the equation of exchange of the merger, it has been borne in mind that, prior to the approval of the merger by the General Meetings of Shareholders of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and FADESA INMOBILIARIA, S.A., on 18th April 2007 the corporate resolutions for merger between the companies offering in the takeover, PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and HUSON BIG, S.L., were approved by virtue of which, PROMOCIONES Y URBANIZACIONES MARTIN, S.A. will absorb its wholly-owned subsidiary, HUSON BIG, S.L., with dissolution without liquidation of HUSON BIG, S.L. and transfer en bloc of all its corporate property to PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

Likewise, for fixing the equation of exchange of the merger, the corporate operations of reduction of corporate capital of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. by means of reduction of the nominal value of its shares and splitting of the number of its shares, approved in the Fourth Resolution above, have been borne in mind.

On the basis of all of the foregoing, the rate of exchange of the shares will be of five (5) shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. of 0.03 Euros of nominal value each for every four (4) shares of FADESA INMOBILIARIA, S.A. of 0.10 Euros of nominal value each. The existence of complementary money compensation is not planned.

IV. Procedure of exchange of the shares:

The procedure of exchange of the shares of FADESA INMOBILIARIA, S.A. for shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. will be as follows:

(a) The Merger having been agreed by the General Meetings of Shareholders of both companies, the documentation required by virtue of Royal Decree 1310/2005 having been

presented to the CNMV, and once the deed of merger is registered at the Madrid Company Registry, shares of FADESA INMOBILIARIA, S.A. will be exchanged for shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A.;

(b) The exchange will be carried out from the date that is indicated in the announcements to be published in one of the daily newspapers with the largest circulation of Madrid and La Coruña, in the Official Journal of the Company Registry and in the Official Journals of the Spanish Stock Exchanges. For this purpose, a financial institution will be designated which will act as the Fraction Agent and which will be indicated in the above-mentioned advertisements;

(c) The exchange of shares of FADESA INMOBILIARIA, S.A. for shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. will be carried out via the bodies participating in the Management Company of los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), which are depositaries of the same, in accordance with the procedures set down by Iberclear and with application of the provisions of article 59 of the Limited Liability Companies Act wherever applicable;

(d) The shareholders who are owners of shares which represent a fraction of the number of shares of FADESA INMOBILIARIA, S.A. fixed as a rate of exchange may acquire or transfer shares to proceed to exchange them in accordance with the above-mentioned rate of exchange. Without prejudice thereto, the companies involved in the merger may set up mechanisms oriented to facilitating the conduct of the exchange for those shareholders of FADESA INMOBILIARIA, S.A. who are owners of a number of shares which, in accordance with the relationship of exchange agreed, does not enable them to receive a whole number of shares of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., by means of the designation of a Fraction Agent;

(e) As a consequence of the merger, the shares of FADESA INMOBILIARIA, S.A. will be extinguished.

On the date of the present meeting, PROMOCIONES Y URBANIZACIONES MARTIN, S.A. is the direct or indirect owner of 97,990,471 shares of FADESA INMOBILIARIA, S.A., representing 86.477% of the corporate capital of FADESA INMOBILIARIA, S.A., with the result that, in accordance with the provisions of article 249 of the Limited Liability Companies Act and the regulations regarding a company's own shares, all those shares mentioned will not be exchanged for shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and will be repaid and extinguished.

As a consequence of the merger, PROMOCIONES Y URBANIZACIONES MARTIN, S.A. will increase its corporate capital in the amount necessary to deal with the exchange of the shares of FADESA INMOBILIARIA, S.A., which increase of capital is the object of Item 8 below. This increase of capital will be carried out for a nominal amount of 574,587.30 euros by means of the issue of 19,152,910 ordinary shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. of 0.03 euros of nominal value each, of the same class and series as the current shares of the Company, and represented by means of accounts entries.

The above-mentioned increase in capital will be issued with a joint issue premium of 80,262,319.412 euros, that is to say, a premium of 4.190607 euros for each share issued.

Both the nominal value of the new shares which are issued and the corresponding amount of the issue premium will be integrally paid up as a consequence of the transfer en bloc of the corporate property of FADESA INMOBILIARIA, S.A. to PROMOCIONES Y URBANIZACIONES MARTIN, S.A. which will acquire the rights and obligations of the other by universal succession.

In accordance with the provisions of article 159 section 4 of the Limited Liability Companies Act, it is recorded that there is no right of preferential subscription for the shareholders of PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

V. Date from which the new shares handed over in exchange will give the right to participate in corporate profits:

The new shares issued by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. in the increase of its corporate capital referred to in section IV above will give the right to their owners to participate in the corporate profits of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. from 1st January 2007.

VI. Date from which the operations of the absorbed company will be considered to be carried out, for accounting purposes, by the absorbing company:

The operations of FADESA INMOBILIARIA, S.A., which will be extinguished as a consequence of the merger, will be considered to be carried out, for purposes of accounting, by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. from 1st January 2007.

VII. Special rights:

There are no owners of shares of special classes nor special rights other than the shares in the company that is going to be extinguished, that is to say, FADESA INMOBILIARIA, S.A., with the result that there is no reason for any mention.

VIII. Advantages attributed to the independent expert and the administrators:

No kind of advantages will be attributed to the administrators of any of the entities participating in the merger, either in favour of the independent expert involved in the merger process for the purposes of the provisions of article 236 of the Revised Text of the Limited Liability Companies Act.

5. Establishment of a mechanism oriented towards facilitating the conduct of the exchange.

Under the protection of the provisions of section V of the Project, the General Meeting resolves unanimously to approve the bases of a mechanism oriented to facilitating the

conduct of the exchange for those shareholders of FADESA INMOBILIARIA, S.A. who are owners of a number of shares which is not four (4) or a multiple of four (4), without prejudice to the fact that, in accordance with that which is indicated in the above-mentioned section V, the shareholders of FADESA INMOBILIARIA, S.A. may acquire or transfer shares so that they can go to the exchange with a minimum of four shares (4) or a multiple of four (4). The basic terms and conditions of that mechanism are as follows:

(a) Having taken into account that the relationship of exchange of the merger is equivalent to the handover of five (5) shares of Martinsa for every four (4) shares of Fadesa, at the end of the final stock exchange session of Fadesa at the stock exchange (hereinafter, the “**Date of Reference**”), each shareholder of Fadesa who, by application of the above-mentioned unitary relationship of exchange, as he does not have a number of shares of Fadesa which is four (4) or a multiple of four (4), he has fractions of shares of Fadesa, he may transfer these fractions to the fraction agent designated for this purpose (hereinafter, the “Fraction Agent”). It will be understood that each shareholder of Fadesa adheres to the system of acquisition of fractions set out here, without it being necessary to send out instructions to the corresponding body participating in Iberclear, which will inform it of the result of the operation once it is concluded.

(b) The only cases of acquisition of fractions that may arise are the following:

Number of shares of Fadesa Inmobiliaria, S.A.	Number of shares of PROMOCIONES Y URBANIZACIONES Martín, S.A.	Fraction of shares of Fadesa Inmobiliaria, S.A.
1	1	0.20
2	2	0.40
3	3	0.60
4	5	0

(c) The price of acquisition of the fractions of shares will be determined on the basis of the arithmetic mean of the average weighted exchange of the share of FADESA INMOBILIARIA, S.A. in the Stock Market Interconnection System (Continuous Market) during the last three stock exchange sessions of FADESA INMOBILIARIA, S.A. on the Exchange in the proportion corresponding to the concrete fraction.

(d) The institution that is designated as the Fractions Agent, acting in its own name and on its own account, will acquire the fractions of shares which are left over in the positions of shareholders which exist at the end of the stock exchange session of FADESA INMOBILIARIA, S.A. corresponding to the Date of Reference. The numbers of shares of FADESA INMOBILIARIA, S.A. referred to as fractions in the foregoing, purchased by the

Fractions Agent, will be exchanged for shares of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. corresponding according to the Merger Project.

6. Economic motivation for the merger.

As is described in the Merger Project, of 6th February 2007, the National Securities Market Commission authorised the Takeover formulated jointly and in a concerted manner by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and HUSON BIG, S.L. on the totality of the corporate capital of FADESA INMOBILIARIA, S.A. PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and HUSON BIG, S.L. they jointly acquired shares representing 86.477% of the corporate capital of FADESA INMOBILIARIA, S.A. via the Takeover, the positive result of which was announced by the National Securities Market Commission on 12th March 2007.

In section IV.1 of the explanatory prospectus of the Takeover authorised by the National Securities Market Commission, it was set out that PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and HUSON BIG, S.L. would study the possibility of proceeding to the reorganisation of their group of companies (in which FADESA INMOBILIARIA, S.A. is also integrated since the date of liquidation of the Takeover) with the aim of making the structure of the group more efficient and reducing the operating and structural costs.

In this sense, The Boards of Directors of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and of FADESA INMOBILIARIA, S.A. have considered that there are numerous reasons which guarantee the integration of both companies, among which the following stand out:

(a) Generation of cash flow: The global integration of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and FADESA INMOBILIARIA, S.A. will make it possible to increase the financial capacity and the generation of money flows.

(b) Reduction of financial costs: The integration of both companies will likewise reduce the financial costs of both companies.

(c) Rationalization of the structure and economies of scale: It will likewise favour the rationalization and optimization of the current structure of the group to achieve greater operational efficiency and effectiveness and an improvement of costs in economic management, by uniting in a single body the activities, business and assets of each one of them, whose similarity and complementary nature make it advisable to integrate them in a single legal structure which favours the resulting company making use of the synergies between both businesses, and will simplify the management and administration (accounting, internal auditing, etc.) of the similar/complementary activities carried on by each one of the bodies involved in the group restructuring process.

7. Adhesion of the merger to the fiscal regime set out in Chapter VIII of Title VII of Royal Legislative Decree 4/2004, of 5th March.

It was unanimously resolved to subject the take-over merger of FADESA INMOBILIARIA, S.A. by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., to the fiscal regime set out in Chapter VIII of Title VII of Royal Legislative Decree 4/2004, of 5th March, by which the revised text of the Company Tax Act is approved, and for this purpose, within the space of time legally set down, the company will proceed to notify the State Tax Agency (Agencia Estatal de la Administración Tributaria (AEAT)) of its choice of the above-mentioned special regime, in accordance with the provisions of article 42 of the Company Tax Regulations approved by Royal Decree 1777/2004 of 30th July.

8. Increase of corporate capital as a consequence of the merger.

In the terms set down in the report drawn up and approved by the Board of Directors in its meeting of 22nd May 2007 regarding modifications to the articles, and as a consequence of the merger by absorption of FADESA INMOBILIARIA, S.A. on the part of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., it was unanimously resolved to increase the corporate capital by the amount of FIVE HUNDRED AND SEVENTY-.FOUR THOUSAND FIVE HUNDRED AND EIGHTY-SEVEN EUROS AND THIRTY CENTS (€ 574,587.30) up to the sum of TWO MILLION SEVEN HUNDRED AND NINETY-FIVE THOUSAND SEVEN HUNDRED AND FIFTY-FOUR EUROS AND SIXTY.SIX CENTS (€ 2,795,754.66) by means of the issue of NINETEEN MILLION ONE HUNDRED AND FIFTY-TWO THOUSAND NINE HUNDRED AND TEN (19,152,910) ordinary shares of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. of 0.03 euros of nominal value each of the same unique class and series as the current shares of the Company, and represented by accounts entries, for delivery to the shareholders of FADESA INMOBILIARIA, S.A. by exchange of the old shares that the said shareholders had in the same, and there is no need for the right of preferential subscription of the shareholders of PROMOCIONES Y URBANIZACIONES MARTIN, S.A., in accordance with the provisions of article 159 section 4 of the Limited Liability Companies Act.

The new shares are issued with a joint issue premium of 80,262,319.412 euros, that is to say, a premium of 4.190607 euros for each share issued.

Both the nominal value of the new shares issued and the amount corresponding to the issue premium will be integrally paid up as a consequence of the transfer en bloc of the corporate property of FADESA INMOBILIARIA, S.A. to PROMOCIONES Y URBANIZACIONES MARTIN, S.A. which will acquire by universal succession the rights and obligations of the former.

The new shares issued will give the right to their owners to participate in the corporate profits of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. from 1st January 2007.

As a consequence, it was unanimously resolved to modify article 5 of the current Corporate Articles, which will be expressed as follows:

“Article 5.- Corporate capital

The corporate capital is set at the sum of 2,795,754.66 euros, totally subscribed and paid up, divided into 93,191,822 shares of 0.03 euros of nominal value each, of the same class and series.”

The distribution of shares after the merger approved in this Agreement is reflected in the table attached as **Appendix 4.**

9. Delegation of powers

It was unanimously resolved to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors, with all the breadth that might be necessary in Law so that, in relation to the exchange deriving from the merger by absorption of FADESA INMOBILIARIA, S.A. by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and the issue of the new shares of this last and its admission for listing it may:

(a) Designate the body participating in the Compañía de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) which will intervene as the agent of the exchange and sign as many contracts as are necessary or appropriate for the purpose.

(b) Draw up, sign and present the notification and information on relevant events to the National Securities Market Commission, and present as much additional information or complementary documentation as the Commission shall require.

(c) To make any actuation, declaration or take any step before the National Securities Market Commission, the Governing Bodies of the Stock Exchanges of Madrid, Barcelona, Valencia and Bilbao, the Stock Exchange Corporation, the Compañía de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), the General Directorate of the Treasury and Financial Policy, the General Directorate of Commercial Policy and Foreign Investments and any other organisation or body or public or private registry, in order to obtain the authorisation, verification and subsequent execution of the issue.

(d) To draw up and publish as many advertisements as may be necessary or appropriate for the purpose.

(e) To draw up, sign, execute and, if applicable, certify any kind of document relative to the merger.

(f) To request the admission for listing of the totality of the new shares issued by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. as a consequence of the increase in capital deriving from the absorption merger of FADESA INMOBILIARIA,

S.A. in the Securities Exchanges of Madrid and Barcelona, as well as its contracting through the Stock Exchange Interconnection System (Continuous Market).

SIXTH.- APPROVAL OF THE ABSORPTION MERGER OF THE COMPANY, VALL FOSCA INTERLLACS, S.A. (COMPANY ABSORBED) WITH PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. (COMPANY ABSORBING), IN ACCORDANCE WITH THE MERGER PROJECT DEPOSITED AT THE MADRID COMPANY REGISTRY. APPROVAL AS THE MERGER BALANCE SHEET OF THE ANNUAL BALANCE SHEET OF THE COMPANY CLOSED ON 31ST DECEMBER 2006. ADHERENCE OF THE MERGER TO THE TAX REGIME SET DOWN IN CHAPTER VIII, TITLE VII OF THE REVISED TEXT OF THE COMPANY TAX ACT APPROVED BY ROYAL LEGISLATIVE DECREE 4/2004, OF 5TH MARCH

The following matters are submitted for the approval of the General Meeting:

1. Report from the administrators of the Company about any important modification to the assets or liabilities of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and VALL FOSCA INTERLLACS, S.A. occurring between the date of drawing up the Merger Project (22nd May 2007) and the date of the present meeting.

For the purposes of article 238.2 of the Limited Liability Companies Act, it is recorded that there has not been any important modification to the assets or liabilities of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and VALL FOSCA INTERLLACS, S.A. between the date of drawing up of the sole Merger Project and the holding of the present Extraordinary General Meeting of Shareholders.

2. Examination and approval, if applicable, of the merger balance sheet.

It was unanimously resolved to approve, as the merger Balance sheet, the Balance Sheet closed on 31st December 2006, the final annual balance sheet approved at the Ordinary General Meeting of the Company on 17th April 2007, integrated in the annual accounts of the company, duly verified by the Auditors, the company Olszewski Auditores, S.L., and formulated by the Board of Directors on 30th March 2007.

The text of the merger Balance sheet is attached to these Minutes as **Appendix 5**, forming an integral part of the same, as well as the verification Report by the Auditors.

3. Examination and approval, if applicable, of the merger Project of VALL FOSCA INTERLLACS, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

It was unanimously resolved to approve the totality of the sole merger Project by absorption by which VALL FOSCA INTERLLACS, S.A. will be absorbed by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., with dissolution without liquidation, of VALL

FOSCA INTERLLACS, S.A. and transfer en bloc of all its corporate property to PROMOCIONES Y URBANIZACIONES MARTIN, S.A., which will acquire, by universal succession, the rights and obligations of VALL FOSCA INTERLLACS, S.A.

This unique merger Project was drawn up and signed by the members of the Board of Directors of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and the Joint Administrators of VALL FOSCA INTERLLACS, S.A., in the terms set out in the unique merger project itself, on 22nd May 2007, which was duly deposited at the Madrid and Barcelona Company Registries on 7th June 2007 and 8th June 2007, respectively. The deposits of the sole merger Project were published in the BORME on 20th and 22nd, respectively.

The copy of the approved sole merger Project is attached to these Minutes as **Appendix 6**, forming an integral part of the same Project.

4. Approval, if applicable, of the operation of merger of VALL FOSCA INTERLLACS, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A. by means of the absorption of the first company by the second, with extinction without liquidation of VALL FOSCA INTERLLACS, S.A. and transfer en bloc, universally, of its property to PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

It was unanimously resolved to approve the absorption merger between VALL FOSCA INTERLLACS, S.A. and PROMOCIONES Y URBANIZACIONES MARTIN, S.A. with dissolution without liquidation of VALL FOSCA INTERLLACS, S.A. and transfer en bloc universally of its property to the absorbing company, PROMOCIONES Y URBANIZACIONES MARTIN, S.A., which will acquire by universal succession the rights and obligations of VALL FOSCA INTERLLACS, S.A., all of which is in accordance with the Sole Merger Project of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and VALL FOSCA INTERLLACS, S.A. approved under item 3 above.

Likewise, in fulfilment of the provisions of article 240 of the Limited Liability Companies Act and 228 of the Regulations of the Company Registry, the following circumstances are recorded, all of which is in accordance with the sole merger Project approved under item 3 above:

I. Identity of the companies participating in the merger:

A) PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. (Absorbing Company)

PROMOCIONES Y URBANIZACIONES MARTIN, S.A., a company incorporated for an indefinite period by means of a deed executed before the Madrid Notary, Mr. Pedro de la Herrán Matorral on 20th Novemebr 1991 under number 3,210 of his protocol. It is registered at the Madrid Company Registry, in Volume 1854, Folio 38, Page M-33381, first registration. The company has Fiscal Identification Code number A-80163587.

It has its registered offices in Madrid, Paseo de la Castellana nº 120.

B) VALL FOSCA INTERLLACS, S.A. (Absorbed Company)

VALL FOSCA INTERLLACS, S.A., a company incorporated for an indefinite period by means of a deed executed in Barcelona, on 29th July 1998, before the Notary Mr. Daniel Tello Blanco, number 2,790 of his protocol. It is registered at the Barcelona Company Registry in volume 31040, folio 93, page number B-184808. The company has Fiscal Identification Code number A-61745667.

It has its registered office in Barcelona, Gran Vía of Les Corts Catalanes, nº 512, bajo.

II. Procedure of merger:

The merger is effected by means of absorption on the part of PROMOCIONES Y URBANIZACIONES MARTIN, S.A., as the Absorbing Company, and VALL FOSCA INTERLLACS, S.A., as the Absorbed Company, with the consequent dissolution without liquidation of the latter and attribution of its entire property, by universal succession, to the Absorbing Company.

The present merger is of a simplified nature, in so far as the absorption of FADESA INMOBILIARIA, S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. approved in the fifth Item above of the Agenda, and conditioned upon the fact that the said merger is registered at the Madrid Company Registry, PROMOCIONES Y URBANIZACIONES MARTIN, S.A. will be the direct owner of 100% of the shares representing the corporate capital of VALL FOSCA INTERLLACS, S.A..

Therefore, by application of the provisions of article 250 of the Limited Liability Companies Act and in accordance with that which has been mentioned above, it is not correct to make an increase of capital of the Absorbing Company (as the Absorbing Company is the Sole Shareholder of the Absorbed Company) nor determination of the procedure and rate of exchange, nor the date from which the new shares give a right to participate in corporate profits. Likewise, by application of the provisions of the above-mentioned article 250 of the Limited Liability Companies Act, the reports of Administrators and independent expert regarding the absorption merger project of VALL FOSCA INTERLLACS, S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. are not necessary.

III. Economic motivation of the merger:

The present merger is part of the process of corporate reorganization in which the group of companies whose leading member is PROMOCIONES Y URBANIZACIONES MARTIN, S.A. is involved, which includes not only VALL FOSCA INTERLLACS, S.A., but also FADESA INMOBILIARIA S.A. and HUSON BIG S.L. and which has as its objectives, among others, the following:

(a) To rationalise and optimise the group, on the basis of the expected future business plan, to achieve greater operational efficiency and efficacy and control of costs in economic management, by joining in a single entity the activities, business and assets whose

similarity and complementary nature makes it advisable to integrate them into a single legal structure.

(b) With the merger, the real estate project of VALL FOSCA INTERLLACS, S.A. would be undertaken under the brand of the company that is the fruit of the take over of FADESA INMOBILIARIA S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., which for commercial purpose has a reputation, prestige and repercussion that are much greater than VALL FOSCA INTERLLACS, S.A.

(c) The unification of the management of the business structures.

Currently, VALL FOSCA INTERLLACS, S.A. has few employees, who are architects of the company, FADESA INMOBILIARIA S.A, a company absorbed by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., who are responsible for the projects of VALL FOSCA INTERLLACS, S.A., which involves complications before the corresponding Colleges of Architects, which would be avoided with the planned merger.

(d) The elimination of duplication in accounting, administrative and fiscal obligations.

(e) The rationalization and optimization of the financing of the operations carried out by VALL FOSCA INTERLLACS, S.A., as currently PROMOCIONES Y URBANIZACIONES MARTIN, S.A. has loans granted to VALL FOSCA INTERLLACS, S.A. and acts as a guarantor of a number of lines of guarantees granted by financial institutions to VALL FOSCA INTERLLACS, S.A.

IV. Date of imputation of the operations of VALL FOSCA INTERLLACS, S.A. to accounting effects:

The operations of VALL FOSCA INTERLLACS, S.A., which will be dissolved without liquidation, will be considered to be carried out for accounting purposes by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., from 1st January 2007.

V. Special rights:

There are no special shares or owners of special rights, other than the shares themselves in PROMOCIONES Y URBANIZACIONES MARTIN, S.A. and VALL FOSCA INTERLLACS, S.A. Likewise, no advantages of any kind are going to be conferred on the Administrators of the Companies in PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

Nor will advantages of any kind be conferred by PROMOCIONES Y URBANIZACIONES MARTIN, S.A. on independent experts, given that their intervention is not necessary.

VI. Modifications to the articles in PROMOCIONES Y URBANIZACIONES MARTIN, S.A. as a consequence of the merger:

No modification of any kind to the Corporate Articles of PROMOCIONES Y URBANIZACIONES MARTIN, S.A. is planned as a consequence of the present merger,

insofar as, since it is a merger of a simplified nature, no increase in the corporate capital is appropriate in PROMOCIONES Y URBANIZACIONES MARTIN, S.A., while VALL FOSCA INTERLLACS, S.A. will proceed to be dissolved without liquidation.

5. Condition precedent of the merger by absorption of VALL FOSCA INTERLLACS, S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

The effectiveness of the present corporate decisions for merger adopted, that is to say, the merger by absorption of VALL FOSCA INTERLLACS, S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A., will be subject to the prior fulfilment of the condition precedent consisting of the registration in the Madrid Company Registry of the merger between PROMOCIONES Y URBANIZACIONES MARTIN, S.A., as the absorbing company and FADESA INMOBILIARIA, S.A., as the absorbed company, approved in the fifth item above of the Agenda.

The present condition precedent will be considered to be fulfilled by the mere registration in the Madrid Company Registry of the merger by absorption of FADESA INMOBILIARIA, S.A. by PROMOCIONES Y URBANIZACIONES MARTIN, S.A.

6. Adhesion of the merger to the fiscal regime set out in Chapter VIII of Title VII of the Royal Legislative Decree 4/2004, of 5th March.

It was unanimously resolved to subject the merger by absorption of VALL FOSCA INTERLLACS, S.A. by PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., to the fiscal regime set out in Chapter VIII of Title VII of Royal Legislative Decree 4/2004, of 5th March, by which the revised text of the Company Tax Act is approved, and for this purpose, in the period of time set down by law, the Tax Agency (Agencia Estatal de la Administración Tributaria (AEAT)) will be notified of the option for the above-mentioned special regime, in accordance with the provisions of article 42 of the Regulations of Companies Tax approved by Royal Decree 1777/2004 of 30th July.

SEVENTH.- APPLICATION FOR ADMISSION TO STOCK MARKET LISTING OF THE SHARES OF PROMOCIONES Y URBANIZACIONES MARTIN, S.A. AND DELEGATION TO THE BOARD OF DIRECTORS.

1. Admission to stock exchange listing of the shares

It was unanimously resolved to ask for the admission to listing of the totality of the shares of the Company in the Stock Exchanges of Madrid and Barcelona, as well as its contracting through the System of Stock Exchange Interconnection (S.I.B.E. or Continuous Market), including for these purposes the new shares issued as a consequence of the increase of capital approved under item 8 of the Fifth Resolution above.

In fulfilment of the provisions of Act 24/1988, Royal Decree 1310/2005 and other applicable legislation, it is expressly recorded that, in the case of a subsequent request of exclusion from listing, this will be adopted with the same formalities as the application for

admission and that, in this case, the interest of the shareholders or bondholders who opposed or who did not vote for the decision will be guaranteed. Likewise, it was unanimously resolved to expressly declare the submission of the Company to the existing regulations or those which may be made in the future regarding Stock Exchanges and, especially, about contracting, remaining in and exclusion from official listing.

2. Delegation of powers

It was unanimously resolved to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors, the necessary powers to proceed, at the time that is considered to be appropriate, to put through the application and management before the National Securities Market Commission, the Governing Bodies of the Stock Exchanges of Madrid and Barcelona, the Stock Exchange Corporation, Iberclear and any other organisation, body or public or private registry, the admission to listing of the totality of the shares of the Company on the Stock Exchanges of Madrid and Barcelona and their contracting in the System of Stock Exchange Interconnection (Continuous Market), carrying out for this purpose as many steps as may be necessary or appropriate for these purposes, with subjection to the regulations which at present exist or may in the future be made in the matter and especially, on contracting, remaining in and exclusion of the listing, including on a merely enunciative basis and not limitative the following:

(a) To draw up, sign and present to the National Securities Market Commission any documents and information on relevant facts, relating to the application for admission to listing of the shares of the Company on the Stock Exchanges of Madrid and Barcelona, as well as its inclusion on the Continuous Market (S.I.B.E.) and to present all the additional information complementary documentation or modifications to the same as are required both by the National Securities Market Commission and by the Company.

(b) To draw up, sign and present for approval and registration by the National Securities Market Commission, the informative prospectus on the admission, including the registration document, the risk factors module, a note on the securities, the summary and any other documents required, in fulfilment of the provisions of Act 24/1988, of 28th July of the Securities Market and in Royal Decree 1310/2005, of 4th November, in the matter of admission for listing of securities in official secondary markets, of public offers of sale or subscription and of the prospectus that may be demanded for these purposes, accepting the responsibility for its contents, as well as drawing up, signing and presenting all additional information and/or supplements to the same that may be necessary, requesting its verification and registration by the National Securities Market Commission.

(c) To carry out any action or step before the National Securities Market Commission, the Governing Bodies of the Stock Exchanges of Madrid and Barcelona, the Stock Exchange Corporation, Iberclear and any other organisation, body or public or private registry to obtain the authorisation, verification and admission to listing of the shares of the Company.

(d) To draw up, sign, execute, correct and present all the public and private documents that may be necessary with the object of proceeding to the admission to listing of the totality of

the shares of the Company including any agency contracts, mandates and protocols necessary for admission to listing of the shares of the Company.

(e) To negotiate, draw up and sign the contracts that may be necessary or appropriate for the purpose of proceeding with the admission to listing on the Stock Exchange of the shares of the Company.

(f) To draw up and publish as many advertisements as may be necessary or appropriate in relation to the admission to listing of the shares of the Company.

(g) In general, to carry out all the actions that are necessary or merely convenient for the admission of the totality of the shares of the Company to listing.

EIGHTH.- MODIFICATION OF THE COMPANY NAME AND CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES.

In the terms set down in the report drawn up and approved by the Board of Directors at their meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to modify the denomination of PROMOCIONES Y URBANIZACIONES MARTIN S.A., in such a manner that in the future it would be known as MARTINSA-FADESA, S.A.

In consequence, it was unanimously resolved to modify article 1 of the current Corporate Articles which will hereafter have the following formulation:

“Article 1.- Denomination

The company will have the denomination “MARTINSA-FADESA, S.A.”, and will be governed by the present Articles and in whatever is not foreseen herein, by the Limited Liability Companies Act and complementary legislation.”

The deed which documents the modification to the articles will contain the certification of the present corporate resolution issued by the Secretary of the Board of Directors of the Company with the Approval of the Chairman, as well as the advertisements that are required for the purposes of fulfilling the provisions of article 150 of the Limited Liability Companies Act.

It was unanimously resolved that the foregoing modification to the articles was conditional, with a precedent nature, on the registration at the Madrid Company Registry of the merger by absorption of FADESA INMOBILIARIA, S.A. approved under the Fifth item on the Agenda.

NINTH.- MODIFICATION OF THE CORPORATE PURPOSE AND CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES.

In the terms set down in the report prepared and approved by the Board of Directors at its meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to

modify the corporate purpose with the aim of widening the corporate purpose, reflecting and adopting in this manner, the widest and most comprehensive list of activities of real estate promotion set down in the expression of the corporate purpose of FADESA INMOBILIARIA, S.A. For the purposes of the provisions of article 147 of the Limited Liability Companies Act, the non-existence of a right of separation on the part of the shareholders of the Company is expressly recorded, as there is no substitution of the corporate purpose, but modification of the same by means of its widening in the terms indicated in the foregoing paragraph.

In consequence, it was unanimously resolved to modify article 2 of the current Corporate Articles, which will hereafter have the following literal expression:

“Article 2.- Corporate Purpose

The Company has as its purpose:

- 1. The promotion, management and development of all kinds of real-estate and development operations.*
- 2. The transfer and exploitation, including on lease, of the properties, buildings, dwellings and premises and real estate in general, what ever its purpose may be resulting from the activity.*
- 3. The execution of all kinds of public and private works, for the State, Province, Borough or Region and for private persons in all the national territory and even contracting for any kind of work to be carried out abroad.*
- 4. The construction, modification and/or urbanization of properties of any kind for direct exploitation, in the form of lease or partial or total sale of the properties built and/or developed.*
- 5. The fabrication, preparation and/or sale including distribution of all kinds of building materials.*
- 6. The provision of all kinds of services and advice of a real estate nature, management or urban planning and its development, at all its stages, steps and modalities, the conduct of projects and studies, the management of licences and permits of all kinds and the conduct of market studies, as well as corporate services, giving to subsidiaries or partly owned companies, if applicable, financial support, guarantees and, in general, financial assistance in the exercise of their activities.*

By corporate services, the provision of services of advice, information and technical assistance in economic, accounting, financial, business and legal matters, transfer and exploitation of the use of industrial rights, brands or commercial names and the drawing up, preparation and execution of all kinds of studies, policies and projects, the creation of industrial and commercial designs, the management, technical assistance, technology

transfer and marketing, inspection, control and administration of such projects and activities is understood.

7. The management of all kinds of administrative concessions and authorisations for building work, services and mixed for the State, Regions, Province and Boroughs of which they are the owner and the shareholding in their companies.

8. Exploitation, management, on the company's own account or of others, of shopping centres, industrial establishments, dwellings, offices, hotel and tourist installations, restaurants, golf courses and car parks.

9. Provision of services, treatments, purification, recovery, use, transformation, collection, storage, transport and elimination of water and waste of all kinds.

10. Investment in the capital of other companies or associations of companies whether Spanish or foreign.

The activities making up the corporate purpose may be carried out by the Company either directly or indirectly, by means of the ownership of shares or holdings in companies with an identical or analogous purpose or by means of any others admitted in Law.

If the legal provisions require a professional certificate for the exercise of any activity included within the corporate purpose, it will be carried out via a person who holds the certification required.”

It was unanimously resolved that the foregoing modification of the articles should be conditional, in a precedent fashion, on the registration at the Madrid Company Registry of the merger by absorption of FADESA INMOBILIARIA, S.A. approved under item Fifth on the Agenda.

TENTH.- MODIFICATION OF THE MINIMUM AND MAXIMUM NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS, FIXING OF THE NEW NUMBER OF DIRECTORS, AND CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES. RENUNCIATION, RE-ELECTION AND APPOINTMENT IF APPLICABLE OF DIRECTORS. MODIFICATION OF THE CORPORATE ARTICLES

1. Resignations

As a consequence of the merger between the companies PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and FADESA INMOBILIARIA, S.A., and taking into consideration the new composition proposed for the Board of Directors of the resulting company, it was resolved to accept the resignation presented at this proceeding by the totality of the members of the Board of Directors of the Company:

(a) FEMARAL, S.L., represented by Mr. Fernando Martín Álvarez in his position as its personal representative;

- (b) D. JESÚS JAVIER PABLO PALLÁS ESCANILLA;
- (c) D. FERNANDO SÁIZ LÓPEZ;
- (d) FT CASTELLANA CONSULTORES INMOBILIARIOS, S.A.U. represented by Mr. Javier Lacleta Michelena in his position as its personal representative; and
- (e) D. ENRIQUE MARTÍN ALONSO.

Whose personal details are recorded on the registration sheet opened of the company. They were thanked especially for the services rendered to the company in the conduct of their respective positions, and recognition was given to the intense dedication exercised in the heart of the Board of Directors of the company from the date of their respective appointments onwards.

2. Fixing of the number of Directors

In the terms set down in the report drawn up and approved by the Board of Directors at the meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to fix the number of members making up the Board of Directors of the company at 11. As a consequence of the foregoing, it was unanimously resolved to modify article 15 of the current Corporate Articles, which will hereafter have the following literal expression:

“Article 15.- Board of Directors

The company will be governed and administered by a Board of Directors made up of five (5) members as a minimum and fifteen (15) as a maximum elected by the General Meeting.

In order to be appointed a director it is not necessary to have the status of shareholder, and both individuals and legal entities can hold the position. Those persons who are declared incompatible by the Act of 26th December 1983, and in Act 7/1984 of 14th March of the Madrid region may not be Administrators.

The payment of the Board of Directors will consist of a fixed monthly allowance, of expenses for attendance at the Board Meetings and a share of 2% of the profits of the financial year, once the legal reserves and those from the Articles and the payment to the shareholders as a dividend of 4% of the nominal value of the shares has been paid. The payment to the different directors may be different on the basis of his character or position. The Board of Directors may decide to reduce the percentage of sharing in profits in those years where it considers this to be opportune.

Systems of payment with reference to the value of the listing of the shares or which involve the giving of shares or rights of option over shares for the directors may be set up. The application of these systems of payment must be agreed with the General Meeting of Shareholders, which will determine the value of the shares which will be taken as a reference, the number of shares to hand over, the price of exercising the rights of option, the period of duration of this system of payment and the other conditions that it deems opportune. Likewise and with the prior fulfilment of the legally established requirements, similar systems of payment may be set up for the staff, whether managerial or otherwise, of the Company and of the companies in the group.

The pay set out in this article will be compatible with and independent of salaries, payments, indemnities, pensions or compensation of any kind, established generally or singularly for those members of the Board of Directors who fulfil executive functions, whatever the nature of their relationship with the Company may be, whether employment - ordinary or special of senior management – commercial or of provision of services, relations that are compatible with the position of a member of the Board of Directors.

The Company may take out an insurance for civil liability for its directors. In any case, the payment to the members of the Board of Directors will be effected within the limits set down by the current legislation at any moment.”

3. Period

Next, in the terms set down in the report drawn up and approved by the Board of Directors at their meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to proceed to fix at six (6) years the period of duration of the position of Director. As a consequence of the foregoing, it was unanimously resolved to modify article 16 of the current Corporate Articles, which will hereafter have the following literal expression:

“Article 16.- Duration

The Directors will hold their position for the period of six (6) years and may be re-elected, one or more times for periods of like duration. When the period expires, the appointment will expire when the following General Meeting has been held or when the legal term has passed for the holding of the General Meeting.”

4. Appointments

Next, it was unanimously resolved to approve the appointment as members of the Board of Directors, for the period of six (6) years, the following persons:

(a) Mr. FERNANDO MARTÍN ÁLVAREZ, of adult age, of Spanish nationality, resident in Madrid, Paseo de la Castellana, 120, and with DNI number 12.182.903-X. He holds the position of Executive Chairman.

(b) Mr. ANTONIO MARTÍN CRIADO, of adult age, of Spanish nationality, resident in Málaga, Paseo Miramar 4, and with DNI number 25.012.997-Z. He holds the position of Proprietary Director.

(c) Mr. RAFAEL BRAVO CARO, of adult age, of Spanish nationality, resident in Málaga, Paseo Miramar 4, and with DNI number 25.099.906-Y. He holds the position of Proprietary director.

(d) Mr. FERNANDO MARTÍN DEL AGUA, of adult age, of Spanish nationality, resident in Madrid, Paseo de la Castellana 120 and with DNI number 51.078.866-Y. He holds the position of Proprietary director.

(e) The Company AGUIEIRA INVERSIONES, S.L., a company incorporated in accordance with the legislation of Spain by virtue of a public deed executed on 8th March 2007, before the Notary of the Illustrious College of Galicia, Mr. Francisco Manuel Ordoñez Armán with number 815 of his protocol, registered in the Company Registry of La Coruña in Volume 3182, General Section, Folio 154, Page C-40868, with registered office at calle Picavia, 5-1^o izquierda, in La Coruña, and with Fiscal Identification Code number B-70099619. It holds the position of Proprietary director.

(f) CAJA DE AHORROS DE VALENCIA, CASTELLÓN Y ALICANTE, BANCAJA, a company duly incorporated in accordance with the legislation of Spain, registered in the Company Registry of Castellón, in Volume 532, Book 99 of the General Section, Page number CS-2.749, Folio 1, First Registration, with registered office at Castellón, Calle Caballeros, nº 2, 12001. It holds the position of Proprietary director.

(g) Mr. JESÚS IGNACIO SALAZAR BELLO, of adult age, of Spanish nationality, resident in Madrid, calle Marie Curie, nº 7, Rivas Vaciamadrid and with DNI number 50.668.610-R. He holds the position of Proprietary director.

(h) Mr. JOSÉ MANUEL SERRA PERIS, of adult age, of Spanish nationality, resident in Valencia, calle La Paz, nº 23, 3^o, and with DNI number 22.674.311-Z. He holds the position of Independent Director.

(i) Mr. JOAQUÍN SÁNCHEZ-IZQUIERDO AGUIRRE, of adult age, of Spanish nationality, with professional residence for these purposes in Madrid, calle La Maso, number 55, and with DNI number 14.859.562-K. He holds the position of Independent Director;

(j) Mr. JOSÉ LUIS SUÁREZ BARRAGATO, of adult age, of Spanish nationality, with professional residence for these purposes in Madrid, Camino del Cerro del Águila, number 3, and with DNI number 51.416.337- K. He holds the position of Independent Director; and

(k) Mr. CARLOS VELA GARCÍA-NOREÑA, of adult age, of Spanish nationality, resident in C/Ana Teresa, 19, 28023 Aravaca, Madrid, and with DNI number 50405566-P. He holds the position of Independent Director.

5. Acceptances

Messrs. Martín Álvarez, Martín Criado, Bravo Caro, Martín del Agua, Salazar Bello, Serra Peris, Sánchez-Izquierdo Aguirre, Suárez Barragato and Vela García-Noreña, present at the meeting, accept their appointment as members of the Board of Directors of the company, signing the present minutes as a sign of their agreement, and state that they are not involved in any cause of prohibition or incompatibility, in particular, in those set out in article 124 of the Limited Liability Companies Act, in Act 5/2006, of 10th April, on the regulation of conflicts of interest of the members of Government and Senior Officials of the General Administration of the State and other applicable state and regional provisions.

- AGUIEIRA INVERSIONES, S.L., present at the meeting in its position as shareholder of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and acting represented by its

joint director INVERSIONES SAONA, S.L. (named in the deed of incorporation itself), which is in turn represented by its Sole Director Mr. Juan Carlos Rodríguez Cebrián, designates as its representative on the Board of Directors of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A., Mr. Juan Carlos Rodríguez Cebrián, of adult age, of Spanish nationality, resident in La Coruña, Plaza de Orense 7-8, 10º Izq, and with DNI number 32.396.524-N. AGUIEIRA INVERSIONES, S.L. and Mr. Juan Carlos Rodríguez Cebrián, accepts his appointment as a member of the Board of Directors of the company, signing the present minutes as a signal of his agreement, and states that he is not involved in any cause of prohibition or incompatibility, in particular, in those set out in article 124 of the Limited Liability Companies Act, in Act 5/2006, of 10th April, on the regulation of conflicts of interest of the members of Government and Senior Officials of the General Administration of the State and other applicable state and regional provisions

- CAJA de AHORROS de VALENCIA, CASTELLÓN Y ALICANTE, BANCAJA, present at the meeting in its position as shareholder of PROMOCIONES Y URBANIZACIONES MARTÍN, S.A. and acting represented by Mr. José Luis Olivas Martínez, designates as its personal representative Mr. José Luis Olivas Martínez, of adult age, of Spanish nationality resident in Castellón, Calle Caballeros, nº 2, 12001, and with DNI number 04.535.767-Y. CAJA de AHORROS de VALENCIA, CASTELLÓN Y ALICANTE, BANCAJA and Mr. José Luis Olivas Martínez accepts his appointment as a member of the Board of Directors of the company, signing the present minutes as a signal of his agreement, and states that he is not involved in any cause of prohibition or incompatibility, in particular, in those set out in article 124 of the Limited Liability Companies Act, in Act 5/2006, of 10th April, on the regulation of conflicts of interest of the members of Government and Senior Officials of the General Administration of the State and other applicable state and regional provisions. It is recorded for the proper effects that Mr. José Luis Olivas Martínez holds powers of organic representation in that body to accept the present appointment of CAJA de AHORROS de VALENCIA, CASTELLÓN Y ALICANTE, BANCAJA as a member of the Board of Directors of PROMOCIONES Y URBANIZACIONES Martín, S.A.

ELEVENTH.- MODIFICATIONS TO THE ARTICLES AS A CONSEQUENCE OF THE MERGER AND OF THE APPLICATION FOR ADMISSION TO LISTING ON THE STOCK EXCHANGE OF ALL THE SHARES OF THE COMPANY. APPROVAL OF A NEW REVISED TEXT OF THE CORPORATE ARTICLES.

In the terms set out in the report drawn up and approved by the Board of Directors at its meeting of 22nd May 2007 on modifications to the articles, and in view of the upcoming official admission to listing of the shares of the Company on the Stock Exchanges of Madrid and Barcelona, and with the aim of adapting the articles of the Company to the provisions applicable to the listed companies under Act 44/2002, of 22nd November, on means of reform of the financial system, Act 26/2003, of 17th July, in reinforcement of the transparency of listed limited liability companies, and Act 19/2005, of 14th November, on the European limited liability company with registered office in Spain, as well as the practices of the corporate government set out in the Unified Code of Good Governance

approved by the National Securities Market Commission on 22nd May 2006, it was unanimously resolved to approve a new text of revoking and leaving without effect the current articles of the Company in the terms set out in this item on the Agenda.

For the proper purposes, it is recorded that the main modifications introduced with regard to the current articles of the Company are the following:

- (a) Regime of transfer of the shares: The shares will be freely transferable.
- (b) Shares without a vote: The Company may issue shares without the right to vote for a sum not greater than half the paid up corporate capital.
- (c) General Meeting: Certain aspects related with the General Meeting of Shareholders are regulated more exhaustively, especially, regarding the regime of calling a meeting, functioning, right of attendance and representation and regime of deliberation and adoption of resolutions, among others.
- (d) Voting at a distance: The vote at a distance, by post or by electronic media is regulated.
- (e) Organ of Administration: Certain aspects of the Board of Directors are modified, especially those that refer to the classes of Directors and balance on the Board, the duration of the position and the delegation of powers.
- (f) Corporate Governance: The regime, functioning and competence of the different commissions and committees (executive commission, auditing committee, appointments and payment commission) among others are regulated. The system of pay for the members of the Board of Directors approved in the Tenth Resolution above is included in the new Corporate Articles approved in this decision.

It was unanimously resolved to make approval of the new articles of the Company, which are attached as **Appendix 7**, conditional on the official admission to listing of the totality of the shares making up the capital of the Company on the Stock Exchanges of Madrid and Barcelona, through the Stock Exchange Interconnection System (Continuous Market). Meanwhile, the articles of the Company that are currently in effect with the modifications to the articles set out in resolutions Second, Fourth, Fifth, Eighth, Ninth and Tenth (in the terms set out there) above.

TWELFTH.- APPROVAL OF THE REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY AND DELEGATION TO THE BOARD OF DIRECTORS.

1. Approval of the Regulations of the General Meeting of shareholders

With a view to the admission of the shares of the Company to listing on the Stock Exchanges of Madrid and Barcelona and with the aim of giving fulfilment to the provisions of article 113 of Act 24/1988, of 28th July, of the Securities Market, and in the terms set down in the report drawn up and approved by the Board of Directors at its meeting of 22nd May 2007, it was unanimously resolved to approve the Regulations which will have to regulate the structure and functioning of the General Meeting of Shareholders of the Company, which is attached below as **Appendix 8** to these Minutes. The Regulations of the Meeting will come into effect at the moment at which the official admission to listing of the shares of the Company onto the Stock Exchanges of Madrid and Barcelona via the Continuous Market is authorised by the Governing Body.

2. Delegation of powers

It was unanimously resolved to delegate to the Board of Directors, with express powers of substitution to any of its members, as well as, if applicable, to the Secretary of the Board of Directors, the powers to execute the present agreement, including the execution of however many public or private documents are necessary, the publication of any advertisements that are legally demandable, the registration on any registers that may be appropriate and the carrying out of any acts and steps that may be necessary for the purpose; as well as, among other things, the powers of correcting, clarifying, interpreting, completing, specifying or making concrete, if applicable, the resolutions adopted and, in particular, correcting the defects, omissions or errors which might be appreciated, including those mentioned in the verbal or written rating of the Company Registry, and which might impede the effectiveness of the agreement, with the power to ask for partial registration.

THIRTEENTH.- REPORT TO THE GENERAL MEETING ON THE REGULATIONS OF THE BOARD OF DIRECTORS.

The General Meeting takes note of the Regulations which must regulate the structure and functioning of the Board of Directors of the Company, approved on this same date by the Board in fulfilment of the provisions of article 115 of Act 24/1988, of 28th July, on the Securities Market, which is attached to the Minutes as **Appendix 9**.

FOURTEENTH.- TRANSFER OF THE CORPORATE REGISTERED OFFICE AND CONSEQUENT MODIFICATION OF THE CORPORATE ARTICLES.

In the terms set down in the report drawn up and approved by the Board of Directors in their meeting of 22nd May 2007 on modifications to the articles, it was unanimously resolved to transfer the registered offices from Madrid, calle Paseo of la Castellana, nº 120 to La Coruña, Avenida de Alfonso Molina sin número.

In consequence, it was unanimously resolved to modify article 4 of the current Corporate Articles, which will hereafter have the following literal expression:

“Article 4.- Registered Office

- 1. The Company has its registered office in La Coruña, Avenida de Alfonso Molina sin número.*
- 2. The Board of Directors may decide on the transfer of the said registered office to any other location in the same borough, in which case it may give a new expression to this article, and is competent also to decide on the creation, suppression or transfer of branches to any location in the national territory or abroad.”*

The deed that documents the modification to the articles will contain the certification of the present corporate resolution issued by the Secretary of the Board of Directors of the Company with the approval of the chairman, as well as the advertisements which correspond to the purpose of giving fulfilment to the provisions of article 150 of the Limited Liability Companies Act.

It was unanimously resolved that the foregoing modification to the articles is conditional, with a precedent character, on the registration of the merger by absorption of FADESA INMOBILIARIA, S.A. approved under the Fifth item of the Agenda in the Madrid Company Registry.

FIFTEENTH.- DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO INCREASE THE CORPORATE CAPITAL BY MEANS OF MONEY CONTRIBUTIONS, UNDER THE PROVISIONS OF ARTICLE 153.1 b) OF THE LIMITED LIABILITY COMPANIES ACT AND, IF APPLICABLE, TO EXCLUDE THE RIGHT OF PREFERENTIAL SUBSCRIPTION IN ACCORDANCE WITH THE PROVISIONS SET DOWN IN ARTICLE 159.2 OF THE SAME ACT.

It was unanimously resolved to delegate to the Board of Directors of the Company, in accordance with the provisions of article 153.1.b) of the Limited Liability Companies Act, the power to increase the corporate capital, on one or several occasions and at any time, within the space of a maximum of five (5) years counted from the date of approval of this resolution, if applicable, by the General Meeting, up to a maximum amount of 1,110,583.68 euros, equivalent to half the corporate capital, by means of the issue of new shares, whether ordinary, privileged or of any other kind permitted by the Act, including redeemable shares, with or without an issue premium, with or without the right to vote, with their exchange value consisting of money contributions, and it is possible to set the terms and conditions of the increase of capital, and also to freely offer the new unsubscribed shares within the period or periods of exercise of the right of preferential subscription.

The Board of Directors is empowered so that, in the case of an incomplete subscription, it can set down that the corporate capital is increased only by the amount of the subscriptions effected and in order to give new expression to the article of the Corporate Articles which refers to corporate capital. For the purposes of the provisions of article 153.1.b) and 159.1.b) and 159.2 of the Limited Liability Companies Act, the General Meeting takes note of the report drawn up and approved by the Board of Directors of the Company on 22nd May 2007.

Likewise, it was unanimously resolved to authorise the Board of Directors, with express powers of substitution to any of its members and/or to the Executive Commission, the power to exclude, totally or partially, the right of preferential subscription of the shareholders and of the owners of convertible and/or exchangeable and/or warrants in relation to the issues of shares that are the object of this delegation under the provisions of article 159.2 and concordant ones of the Limited Liability Companies Act, provided always that the interest of the Company so requires and that the other legally-established requirements are also present. In any case, if the Board of Directors were to decide to suppress the right of preferential subscription in relation to a particular issue of shares which it might possibly decide to make under the present authorisation, it will at the same time that it approves the issue make a report detailing the specific reasons of corporate interest that justify this measure, which will be the object of the correlative report of the Auditor to which article 159.2 of the Limited Liability Companies Act refers. These reports will be made available to the shareholders and owners of obligations or convertible bonds and notified to the first General Meeting which is held after the issue resolution. Finally, it

was unanimously resolved to authorise the Board of Directors, with express powers of substitution to any of its members and/or to the Executive Commission, to apply for the admission to listing of the new shares which are issued in the Securities Market on which shares of the Company are listed, as well as on the Stock Exchange Interconnection System, empowering it to carry out the steps and actions necessary for the admission to listing before the competent organisations of the different securities markets.

SIXTEENTH.- DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE FIXED INCOME SECURITIES, SIMPLE OR EXCHANGEABLE OR CONVERTIBLE INTO SHARES, PROMISSORY NOTES, WARRANTS, PREFERENTIAL STOCKHOLDINGS, AUTHORISING THE COMPANY SO THAT IT MAY GUARANTEE ISSUES OF FIXED INCOME CARRIED OUT BY GROUP COMPANIES

It was unanimously resolved to delegate to the Board of Directors of the Company, under the provisions of article 319 of the Regulations of the Company Registry and in the general regime on issue of obligations and applying by analogy the provisions of articles 153.1 b) and 159.2 of the Limited Liability Companies Act, the power of issuing negotiable securities in accordance with the following conditions:

1. Securities that are the object of the issue

The negotiable securities to which the present delegation refers may be debentures, bonds and other fixed income securities of an analogous nature, both simple and exchangeable for shares in the Company and/or convertible into shares in the Company. The present delegation may also be used to issue promissory notes, preferential holdings (if this is legally admissible) and warrants.

2. Period of the delegation

The issue of the securities that are the object of the delegation may be carried out on one or on several occasions from the date on which the shares in the Company are admitted for listing on the Securities Markets of Madrid and Barcelona through the Continuous Market and until five (5) years have passed since the date of the present resolution.

3. Maximum amount of the delegation

The total maximum amount of the issue or issues of securities which is agreed under the present delegation will be 267,772,846 euros, a figure equivalent to the corporate capital plus the reserves of the last approved balance sheet. In the case of the warrants, for the purposes of calculation of the above limit, the sum of the premiums and the price of the exercise of the warrants of each issue that is approved under the present delegation will be borne in mind.

4. Scope of the delegation

In the use of the delegation of powers which is here proposed and merely for purposes of enunciation, not limitation, the Board of Directors of the Company will be responsible for determining for each issue:

- (a) The amount, always within the expressed global quantitative limit;

- (b) the place of issue -national or foreign- and the currency or money and if it is foreign its equivalent in euros;
- (c) the denomination, whether in bonds or obligations (including subordinates), warrants or any other accepted in law;
- (d) the date or dates of issue, the number of securities and, if applicable, its nominal value, which will not be less than the nominal value of the shares;
- (e) the rate of interest, dates and procedures of payment of the coupon;
- (f) in the case of warrants, the amount and, if applicable, form of calculation of the premium and of the price of the exercise, as well as the exchange rate, which may be simple (that is to say, one share for each warrant) or multiple (that is to say, several shares for each warrant);
- (g) the character of perpetual or redeemable and in this latter case the period of time for redemption and the date of expiry;
- (h) anti-dilution mechanisms and clauses;
- (i) clauses of subordination;
- (j) the rate of repayment, premiums and batches;
- (k) the guarantees of the issue;
- (l) the form of representation, by means of stock certificates or accounts entries;
- (m) the right of preferential subscription, if applicable, and regime of subscription;
- (n) applicable legislation;
- (o) carrying out all the steps that are necessary, in accordance with the regulations of the Securities Market, for the execution of the specific issues which it is agreed to carry out under the present delegation;
- (p) applying for, if applicable, the admission to listing on official or unofficial secondary markets, whether organised or otherwise, whether Spanish or foreign, of the securities which are issued with the requirements that in each case are demanded by the current regulations and in general any other condition of the issue;
- (q) the conduct of all the steps that are necessary for the execution of the specific issues which it is agreed to carry out under the present delegation.

5. Bases and modalities of conversion and/or exchange

In the case of issue of convertible and/or exchangeable obligations or bonds and for the purposes of the determination of the bases and modalities of the conversion and/or exchange, the following criteria are established:

- (a) The securities which are issued under this agreement will be convertible into new shares of the Company and/or exchangeable for shares in circulation of the Company, and the Board of Directors has the power to determine whether they are convertible and/or exchangeable, and also to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and if they are voluntarily, at the option of their owner or of the issuer, with the periodicity and for the period or periods that are set down in the issue resolution.
- (b) The Board of Directors may also set down, if the issue is convertible and exchangeable, that the issuer reserves the right to opt at any moment between the conversion into new shares or their exchange for shares in circulation, making the nature of the shares to be handed over concrete at the time of making the conversion or exchange, and he may even

opt for handing over a combination of shares of new issue with pre-existing shares. In any case, the issuer must respect the equality of treatment between all the owners of the fixed-income securities which are converted and/or exchanged on the same date.

(c) Normally, the relationship of conversion and/or exchange will be fixed and, for these purposes, the fixed-income securities will be valued at their nominal value (without prejudice to the provisions of paragraph (v) below) and the shares with fixed exchange which is determined in the decision of the Board of Directors in which use is made of this delegation, or with the exchange determinable on a date or dates that are indicated in the decision of the Board of Directors, and as a function of the price on the stock exchange of the shares of the Company on the date or dates, or period or periods that are taken as a reference in the same decision. In any case, the price of the share, for the purposes of its conversion or exchange, may not be less than the greater of either the average of the weighted mean prices of the shares of the Company on the Continuous Market of the Stock Exchanges of Madrid and Barcelona during the quarter immediately prior to the date on which the Board of Directors adopts the decision of issue of the fixed-income securities, or the price of closing of the shares on the same Continuous Market the day before the day of adoption of the above-mentioned decision of issue.

(d) Notwithstanding the provisions of the foregoing paragraph, it may be decided to issue the debentures or bonds with a variable relationship of conversion and/or exchange. In this case, the price of the shares for the purposes of the conversion and/or exchange will be the average of the weighted mean prices of the shares of the Company on the Continuous Market during the quarter immediately prior to the date of conversion and/or exchange, with a premium or, if applicable, a discount on that price per share. The premium or discount may be different for each date of conversion and/or exchange of each issue (or if applicable, of each section of an issue), although in the case of setting a deduction on the price per share, this may not be greater than 5%.

(e) Independently of the option of conversion, fixed or variable, the valuation of each bond for the purposes of the relationship of conversion and/or exchange of the bonds for shares may include or otherwise the interest payable and not paid at the moment of conversion and/or exchange.

(f) When the conversion and/or exchange is appropriate, the fractions of shares that, if applicable, it would be necessary to hand over to the owner of the obligations will be rounded off by default to the integer immediately below and each holder will receive in cash the difference that in that case may arise.

(g) In accordance with the provisions of article 292.3 of the Limited Liability Companies Act, bonds cannot be converted into shares when their nominal value is less than that of the latter. Likewise, the convertible bonds may not be issued for an amount that is less than their nominal value.

At the same time that it approves an issue of convertible and/or exchangeable obligations or bonds under the authorisation contained in the present agreement, the Board of Directors will issue a report from the Directors which develops and makes concrete, starting from the

criteria described above, the bases and modalities of the conversion that are specifically applicable to the above-mentioned issue. This report will be accompanied by the corresponding Auditor's report to which article 292 of the Limited Liability Companies Act refers, who will be different from the Auditor of the Company and will be designated for this purpose by the Company Registry. Likewise, these reports will be made available to the shareholders and, if applicable, the owners of convertible and/or exchangeable fixed-rate securities and/or warrants and will be communicated to the first General Meeting which is held after the decision to issue.

6. Bases and modalities of the exercise of the warrants

In the case of issues of warrants, to which by analogy the provisions of the Limited Liability Companies Act will be applied for convertible bonds, for the determination of the bases and modalities of its use, it is agreed to set the following criteria:

(a) The warrants that are issued under this agreement may give a right to the subscription of new shares in the Company and/or to the acquisition of shares in circulation of the Company itself, with the Board of Directors being empowered to determine whether they give right to the subscription of new shares or to the acquisition of shares in circulation. In particular, the Board of Directors may set down that the Company reserves the right to opt for the holder of the warrant having to subscribe for shares of new issue or acquire shares in circulation at the moment of exercise of the warrant, and may even opt to hand over a combination of newly issued shares and pre-existing shares. In any case, the Company will have to respect the equality of treatment between all the warrant holders who use them on the same date.

(b) The period of time for the exercise of the securities issued will be determined by the Board of Directors and may not exceed five years counted from the date of issue.

(c) The price of exercise of the warrants will be that determined by the Board of Directors in the issue agreement, or will be determinable on the date or dates that are indicated in the decision itself of the Board of Directors as a function of the value of the price on the stock exchange of the shares of the Company on the date or dates, or period or periods which are taken as a reference in the same agreement. The price of the exercise may be variable as a function of the moment of exercise of the warrant. In any case, the price of the share to consider may not be less than the largest among the average of the weighted average prices of the shares of the Company on the Continuous Market of the Securities Exchanges of Madrid and Barcelona during the quarter immediately prior to the date on which the Board of Directors takes the decision to issue the warrants, and the closing price of the shares on the same Continuous Market on the day before that of the taking of the above-mentioned decision to issue.

(d) When warrants are issued with simple or par rates of exchange (that is to say, one share for each warrant) the amount of the premium or premiums paid for each warrant and its price of exercise may not be in any case less than the value of the listing of the share of the

Company in accordance with the provisions of the foregoing paragraph, nor than the nominal value of the share of the Company. In the case of warrants with multiple rates of exchange (that is to say, more than one share for each warrant), the sum of the premium or premiums paid for the set of warrants issued and their aggregate price of exercise may not be, under any circumstances, less than the result of multiplying the number of shares underlying the totality of the warrants issued by the price of the share of the Company considered in accordance with the provisions of the foregoing paragraph, nor its nominal value. When approving an issue of warrants under the authorisations contained in the present decision, the Board of Directors will issue an administrators' report developing and making specific, on the basis of the criteria described above, the bases and modalities of the exercise that are specifically applicable to the indicated issue. This report will be accompanied by the corresponding Auditors' report to which article 292 of the Limited Liability Companies Act refers, who will be different from the Company Auditor and will be designated for this purpose by the Company Registry. These reports will be made available to the shareholders and, if applicable, the owners of convertible and/or exchangeable fixed income securities and/or warrants and will be notified to the first General Meeting to be held after the decision to issue.

7. Rights of the owners of convertible securities

The owners of convertible and/or exchangeable securities and of warrants will have all the rights that are recognised by the current legislation, especially, that of being protected by means of the opportune anti-dilution clauses and in the case of convertible bonds and of the warrants over newly-issued shares that of preferential subscription except if the Board of Directors, in the terms and with the requirements of article 159 of the Limited Liability Companies Act, decides on its total or partial exclusion.

8. Increase of capital and exclusion of the right of preferential subscription in convertibles securities

The delegation for the issue of convertible debentures or bonds and warrants over shares of new subscription will include:

(a) The power to increase the capital in the amount necessary to attend to the applications for conversion or of the exercise of the warrant over shares of new issue. This power may only be exercised to the extent that the Board of Directors, adding the capital that it increases to attend to the issue of convertible debentures or bonds or the exercise of warrants and the remaining increases of capital which it may have decided on under the authorisations granted by the General Meeting does not exceed the limit of half of the amount of corporate capital set down in article 153.1.b) of the Limited Liability Companies Act.

(b) The power to exclude the right of preferential subscription of shareholders or owners of convertible obligations or bonds when this is necessary for raising the financial resources in the international markets, the use of techniques based on the prospecting of demand, or if this is required by the corporate interest in any other way. In any case, if the Board of Directors were to decide to suppress the right of preferential subscription in relation with a

particular issue of convertible obligations or bonds or of warrants over shares of new issue which it may ultimately decide to make under the present authorisation, it will issue, a detailed report giving the specific reasons of corporate interest which justify the measure, which will be the object of the correlative report of the auditor to which article 159.2 of the Limited Liability Companies Act refers.

(c) The delegation for the issue of convertible and/or exchangeable bonds, and warrants will include, also, the power to develop and specify the bases and modalities of the conversion and/or exchange or of exercise set down in sections 5 and 6 above and, in particular, that of determining the moment of the conversion and/or exchange or of exercise of the warrants, which may be limited to a predetermined period, the ownership of the right of conversion and/or exchange of the obligations or the exercise, which may be attributed to the Company or to those bondholders or owners of warrants, the manner of satisfying the bondholder or owner of the warrant (by means of conversion, exchange or even a combination of both techniques, which may be left at its option for the moment of the execution or even set down the character of necessarily convertible of the obligations that are the object of issue) and, in general, all those points and conditions as are necessary or appropriate for the issue.

9. Applicable law

The Board of Directors is authorised to determine the law applicable to the issues of securities which are effected under the present delegation, which may be Spanish law or foreign legislation.

10. Guarantee of issuers of fixed income securities

The Board of Directors is likewise authorised to guarantee, in the name of the Company, the issues of fixed income securities (debentures, bonds, notes, promissory notes or any other), as well as the issues of preferential stockholdings of companies belonging to the group of companies.

11. Authorization to apply for the admission and exclusion from listing of the securities issued

It was unanimously resolved to authorise the Board of Directors to:

(a) Request, if applicable, the admission to negotiation on official or unofficial secondary markets, organised or otherwise, Spanish or foreign, of the debentures, bonds, promissory notes, preferential stockholdings or any other securities issued or which are to be issued by the Company subject to the rules that exist in this regard and especially regarding the hiring, presence and exclusion from negotiation.

(b) Request, if applicable, the exclusion from negotiation of the securities referred to in the foregoing section, which will be taken with the same formalities and with strict fulfilment of the regulations of the Securities market that were applicable.

(c) Delegate all or part of the powers to which the present agreement refers.

12. Power of substitution

The Board of Directors (under the provisions of article 141.1, second paragraph, of the Limited Liability Companies Act) is authorised to, in turn, delegate in favour of an Executive Commission or of any of the members of the Board of Directors the delegated powers to which this agreement refers.

13. Report of the Administrators

For the purposes of the provisions of article 319 of the Regulations of the Company Registry and in the general regime on issue of obligations and applying by analogy the provisions of articles 153.1 b) and 159.2 of the Limited Liability Companies Act, the General Meeting takes note of the report drawn up and approved by the Board of Directors of the Company on 22nd May 2007.

SEVENTEENTH.- AUTHORIZATION FOR THE COMPANY TO PROCEED TO THE PURCHASE OF ITS OWN SHARES, EITHER DIRECTLY OR THROUGH GROUP COMPANIES, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 75 OF THE REVISED TEXT OF THE LIMITED LIABILITY COMPANIES ACT, SETTING DOWN THE LIMITS OR REQUIREMENTS OF THESE PURCHASES, AND WITH THE EXPRESS POWER TO REDUCE THE CORPORATE CAPITAL IN ORDER TO REPAY ITS OWN SHARES, DELEGATING TO THE BOARD OF DIRECTORS THE POWERS NECESSARY FOR THE EXECUTION OF THE DECISIONS THAT ARE TAKEN BY THE MEETING IN THIS REGARD.

1. Authorization

It was unanimously resolved to authorise the Board of Directors to, in accordance with the provisions of article 75 and following of the current Limited Liability Companies Act, proceed to the derivative acquisition of its own shares in the Company by any means, whether directly or through companies dominated by it, subject to the following limits and requirements:

- (a) The shares may be acquired by purchase or by any other proceeding "intervivos" for consideration.
- (b) The maximum number of shares to be acquired, added to those of which the Company or any of its dominated companies is already the owner, shall not exceed five per cent (5%) of the corporate capital of the Company.
- (c) The shares to be purchased will be free of all charges and encumbrances, totally paid up and not subject to the fulfilment of any obligation.
- (d) The minimum price of purchase of the shares will not be less than their nominal value, and the maximum price will not be greater than one hundred and twenty per cent (120%) of their listed value on the date of acquisition.

(e) The duration of the authorization is eighteen (18) months to be counted from the date of the present agreement.

In the conduct of these operations, it will be necessary to proceed, furthermore, in fulfilment of the regulations that, on the subject, are contained in the Internal code of Conduct of the Company which the Board of Directors will approve.

2. Payment programmes

To authorise the Board of Directors to devote, totally or partially, the shares of their own acquired in the execution of the programmes of payment which have as their object or which require the handover of shares or rights of option over shares, or are based in any way on the evolution of the stock exchange price of the share, in accordance with the provisions of paragraph 1 of article 75 of the Limited Liability Companies Act.

3. Constitution of the restricted reserve

It is likewise decided to authorise the Board of Directors, once the decision to acquire the Company's own shares has been taken, to set up a reserve to which recourse may not be had for an amount equivalent to the value of the purchase of the shares.

EIGHTEENTH.- FIXING OF THE ANNUAL PAYMENT OF THE DIRECTORS

In accordance with the provisions of the Corporate Articles, it is decided to set the maximum amount that the company can pay to the directors as a whole for expenses for attendance at the total amount 2,500,000 euros for the 2007 financial year, which amount will be in force for successive years except in the case of a contrary decision of the General Meeting of Shareholders. The exact amounts of the expenses of the different members of the Board of Directors will be set by the Board of Directors.

The distribution of the amounts as expenses for attendance and profit sharing among the different Directors will be the responsibility of the Board of Directors, but the total of the assignation of expenses for attendance at the Board Meetings and in profit sharing of the year must not exceed 2% of the profit for the year.

In accordance with the provisions of the Corporate Articles, the payment provided for in this agreement will be compatible with and independent of the salaries, payments, indemnities, pensions or compensation of any kind set out with a general or singular nature for those members of the Board of Directors who fulfil executive functions, whatever the nature of their relationship with the Company may be, whether of employment – ordinary, or special of the senior management -, commercial or of provision of services, which relations will be compatible with the membership of the Board of Directors.

NINETEENTH.- DELEGATION OF POWERS TO THE BOARD OF DIRECTORS, WITH THE POWER OF SUBSTITUTION, TO FORMALISE, CORRECT, INTERPRET AND EXECUTE THE DECISIONS TAKEN BY THE GENERAL MEETING.

It was unanimously resolved to empower any of the members of the Board of Directors, including the Secretary, as widely as in Law may be necessary, so that any of them, may without distinction:

(a) Appear before a Notary of his choice and make the foregoing decisions into a public deed as well as carrying out and executing all those acts or public or private documents as are necessary to make the registration at the Company Registry of the foregoing decisions, likewise executing all those public or private documents that were necessary for the correction or modification of errors or complementary to the first ones and, likewise, as many deeds of correction or complementary deeds as were necessary to adapt these decisions to the classification of the Company Registrar.

(b) To appear before the National Securities Market Commission, the Governing Bodies of the Stock Exchanges of Madrid and Barcelona, the Stock Exchange Corporation, IBERCLEAR, the body responsible for the Accounting registration of the shares, and any other public or private organisation that is appropriate.

(c) To carry out in the name of the Company all those legal acts that might be necessary with the aim of executing the foregoing decisions and bringing them to a satisfactory close.

(d) To interpret, apply, execute and develop the decisions approved, including the correction and fulfilment of the same, as well as to correct any error, defect or omission that might prevent the fulfilment of all those requirements that might be legally demandable for the efficacy of the above-mentioned decisions.

Likewise, it is agreed to empower the Board of Directors of the Company, with the express possibility of substitution by any of its members, including the secretary, so that any of them, without distinction, may adapt both the Corporate Articles, and the regulations of the General Meeting to the verbal or written classification of the National Securities Market Commission and of the Company Registrar.

TWENTIETH.- DRAWING UP, READING AND APPROVAL OF THE MINUTES OF THE MEETING.

The meeting was adjourned for several minutes so that the Secretary could proceed to draw up the present Minutes which, read out to those attending, were unanimously approved.

And as there was no further business to discuss, the session was brought to an end, in Madrid, on 27th June 2007.

APPROVED THE CHAIRMAN AND THE SECRETARY

FEMARAL, S.L.

Mr. Fernando Martín Álvarez

Mr. Javier Laclela Michelena

**List of new Directors accepting in accordance with the Tenth Resolution of the
General Meeting of Shareholders**

Mr. Fernando Martín Álvarez

Mr. Antonio Martín Criado

Mr. Carlos Vela García-Noreña

Mr. Fernando Martín del Agua

Mr. Juan Carlos Rodríguez Cebrián

Mr. Rafael Bravo Caro

On behalf and in representation of
AGUIEIRA INVERSIONES, S.L.

Mr. Jesús Ignacio Salazar Bello

Mr. José Manuel Serra Peris

Mr. Joaquín Sánchez-Izquierdo Aguirre

Mr. José Luis Suárez Barragato

Mr. Jose Luis Olivas Martínez
On behalf and in representation of
CAJA de AHORROS de VALENCIA,
CASTELLÓN y ALICANTE, BANCAJA

Appendix 1
Copy of the annual Balance Sheet and Auditor's report

Appendix 2
Merger Balance Sheet used in the merger of PROMOCIONES Y
URBANIZACIONES
Martín, S.A. and Fadesa Inmobiliaria, S.A. and the Auditors' Report

Appendix 3
Copy of the Sole Project of Merger of PROMOCIONES Y URBANIZACIONES
Martín,
S.A. and Fadesa Inmobiliaria, S.A.

Appendix 4
Table of shareholders of the Company after the merger between PROMOCIONES Y
Urbanizations Martín, S.A. and Fadesa Inmobiliaria, S.A.

Appendix 5
Merger Balance Sheet used in the merger between PROMOCIONES Y
URBANIZACIONES
Martín, S.A. and Vall Fosca Interllacs, S.A. and Auditors' Report

Appendix 6
Copy of the sole Project of merger between PROMOCIONES and
URBANIZACIONES Martín,
S.A. and Vall Fosca Interllacs, S.A.

Appendix 7
New text of Corporate Articles

Appendix 8
Regulations of the General Meeting of Shareholders

Appendix 9
Regulations of the Board of Directors

