

URALITA, S.A.

BOARD OF DIRECTORS REGULATIONS

Chapter I - PRELIMINARY

Article 1. Purpose

1. The purpose of these Regulations, which the Board of Directors of Uralita, S.A. has drawn up and approved in the exercise of its powers, is to lay down the principles governing the Board's organisation and operation, as well as the rules of conduct of its members, giving effect to and supplementing the discipline established in current commercial legislation and in the Articles of Association in force when these Regulations were approved, with which they are in accordance.
2. Members of the Board of Directors have a duty to be acquainted with these Regulations and to comply with them and enforce them. The rules of conduct laid down herein shall also apply, insofar as they are compatible with their specific nature, to the senior executives of the Company and its Group of companies.

Article 2. Interpretation & amendment

1. It is incumbent upon the Board of Directors itself to resolve any doubts arising in relation to the application of these Regulations, in conformity with the general principles of interpretation of legal rules and in accordance with the applicable legislation and Articles of Association.
2. These Regulations may only be validly amended by a Board resolution adopted with the votes in favour of the majority of the Directors present at the meeting. To this end, the text of the proposed amendment must be circulated to the Directors at least ten days before the date set for the meeting.

Chapter II - FUNCTIONS & OBJECTIVES OF THE BOARD OF DIRECTORS

Article 3. General functions

In accordance with the Articles of Association, the Board of Directors is the body responsible for directing, administering and representing the Company and is therefore the Company's most senior decision-making body, except in matters that are reserved for the competence of the General Shareholders Meeting.

The Board of Directors shall exercise these functions itself and through its committees in the manner laid down herein, and shall in any event be responsible for performing the general function of supervision and control of the activities of the committees, and of the management of both the Company and the Company's Group of companies.

Article 4. Powers reserved to the Board

1. Without prejudice to the responsibilities and general and special functions that are legally incumbent upon it as the Company's most senior decision-making body, for the proper performance of its aforementioned general function of supervision and control, the Board of Directors reserves for itself decisions in the following cases, in which prior agreement by the Board shall in any event be necessary:
 - A. Formulation of the Consolidated Annual Accounts incorporating the Balance sheet, the Profit and Loss accounts, the notes and the Uralita S.A. Management report, and of any other proposal to the General Shareholders Meeting that must legally come from the Company's Directors. Notes to the Financial Statements include the remuneration accrued for each Director for discharging their duties as such, and when possible, a breakdown of this remuneration.
 - B. Approval of the Company's general policies and strategies, and in particular:
 - a) The strategic or business plan, management targets and annual budgets;
 - b) Investment and financing policy;
 - c) Design of the structure of the corporate group;
 - d) Corporate governance policy.
 - e) Corporate social responsibility policy.
 - C. Initiation of new activities or lines of business and termination of existing activities or lines of business, in both cases regardless of the amount of investment or divestment involved.
 - D. Investments amounting individually or unitarily or per manufacturing plant to more than €20 million. Disposal of assets of more than that amount, excluding transactions performed in the ordinary course of the Group Companies' business.
 - E. To approve, on the basis of the proposal of the Nomination and Remuneration Committee, the appointment and removal of senior officers, including the chief executive, and their compensation clauses.
 - F. To approve the remuneration policy of the Group's management team, by delegating responsibility to the Nomination and Remuneration Committee.
 - G. To approve, on the basis of the Audit Committee report, the financial information that all listed companies must periodically disclose.
 - H. To approve investments or operations considered strategic by virtue of their amount or special characteristics, unless their approval corresponds to the General Shareholders' Meeting;
 - I. To approve, on the basis of the Audit Committee report, the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations

of a comparable nature whose complexity might impair the transparency of the group.

- J. Approval and monitoring of the appropriate internal control and reporting systems within the Group, by delegating responsibility to the Audit Committee.
 - K. To approve the policy on treasury stock and dividends.
 - L. To approve, on the basis of a favourable report from the Audit Committee, transactions which the company conducts with directors, significant shareholders, shareholders with Board representation or other persons related thereto (“related-party transactions”). However, Board authorisation need not be required for related-party transactions that simultaneously meet the following three conditions:
 - a) They are governed by standard form agreements applied on an across-the-board basis to a large number of clients;
 - b) They go through at market rates, generally set by the person/party supplying the goods or services;
 - c)
 - d) Their amount is no more 1% of the company’s annual revenues.
 - M. To approve the remuneration of the Board of Directors every year.
2. In particular, the Board of Directors shall carry out annual evaluations of the following items:
- a) The quality and efficiency of the Board's operation;
 - b) Based on a report submitted by the Nomination and Remuneration Committee, conduct an appraisal of the performance of the Chairman and/or chief executive;
 - c) The performance of its Committees on the basis of the reports furnished by the same.

Article 5. Objectives of Board actions

The Board of Directors shall assume the powers that are vested in it by law, under the Articles of Association and herein in an effective manner, with the objective of fulfilling the corporate purpose set forth in the Articles of Association, while upholding the interests of the shareholders in accordance with the principle of achieving the maximum value of the Company. In particular, the Board of Directors should:

- a) Perform its duties with unity of purpose and independent judgement, according all shareholders the same treatment. It should be guided at all times by the company's best interest, understood as maximising its value over time.

- b) Establish a policy promoting transparent management by the Board of Directors, and implementing towards that end, whatever supervisory mechanisms that may be necessary to guarantee oversight of member's decisions, in conformity with the corporate interest.
- c) Ensure that the interests of minority shareholders are respected.
- d) Ensure that the company abides by the laws and regulations in its dealings with stakeholders; fulfils its obligations and contracts in good faith; respects the customs and good practices of the sectors and territories where it does business; and upholds any additional social responsibility principles it has subscribed to voluntarily.

CHAPTER III. COMPOSITION OF THE BOARD. APPOINTMENT AND REMOVAL OF DIRECTORS. MEETINGS.

Article 6. Composition of the Board

1. When exercising its powers to propose appointments to the General Shareholders Meeting and to co-opt to fill vacancies, the Board of Directors shall endeavour to ensure that non-executive Directors, hereinafter external Directors, represent a majority over the executive Directors in the composition of the Board. For the purposes of these Regulations, 'external Directors' means Directors who perform no management functions of any kind at Uralita, S.A. or at any of its Group companies.
2. Proposals for the appointment or re-election of Directors submitted by the Board of Directors to the General Shareholders' Meeting, as well as any appointment resolutions adopted by the Board itself when exercising its power to co-opt, shall be approved by the Board of Directors:
 - a) Based on the proposal of the Nomination and Remuneration Committee, in the case of independent directors; and
 - b) Subject to a report from the Nomination and Remuneration Committee in all other cases.

All proposals, whether for nomination or ratification, must contain a concise explanation regarding the character of the director whose nomination or ratification is proposed.

Article 7. Appointment of Directors

1. Directors shall be appointed by the General Shareholders Meeting or by the Board of Directors when exercising its power to co-opt, in compliance with the provisions of the Spanish Public Companies Law (Ley de Sociedades Anónimas). Persons aged seventy or over may not be appointed or re-elected as Directors, nor may they serve as the representatives of corporate entities.
2. The proposals for the appointment or re-election of Directors that the Board of Directors submits to the General Shareholders Meeting, and any appointment resolutions adopted by the Board itself when exercising its power to co-opt, must

be preceded by the appropriate proposal from the Remuneration and Appointments Committee.

3. The Board of Directors and the Remuneration & Appointments Committee shall take care to ensure that directorships go to individuals who, in addition to fulfilling the requirements laid down by law and in the Articles of Association, have the appropriate skills, experience and professional prestige for the performance of their functions. They shall also ensure that the process of filling Board vacancies has no implicit bias against female candidates. The company makes a conscious effort to include women with the target profile among the candidates for Board positions.
4. Induction programmes for new directors shall be organised to acquaint them rapidly with the workings of the Company and its Group, as well as its corporate governance rules. Directors should also be offered refresher programmes when circumstances so advise.

Article 8. Removal of Directors

1. The term of office of Directors shall be three years. Directors' appointments shall expire at the end of this term when the next General Shareholders Meeting thereafter has been held, or the statutory deadline for holding the Meeting to rule on approving the accounts for the previous financial year has passed. Directors elected by co-option shall discharge their office until the date of the next General Shareholders Meeting.

Directors may be re-elected on one or more occasions.

In general terms, there should be an adequate rotation of independent Directors. Therefore, when the re-election of an independent director is proposed, it is necessary to justify the reasons for seeking his/her continuity on the board. Independent directors should not stay on as such for a continuous period of more than 12 years.

The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where just cause is found by the board, based on a proposal from the Nomination and Remuneration Committee.

2. Directors must offer to resign and must formally tender their resignation to the Board of Directors in the following cases:
 - a) On reaching seventy years of age.
 - b) When they are affected by any of the legally specified incompatibilities or disqualifications.
 - c) When they have received a serious warning from the Remuneration & Appointments Committee for having breached their obligations as Directors.
 - d) When they jeopardise the interests of the Company or damage its prestige and reputation. In this respect, the moment a director is indicted or tried for any of the crimes stated in article 124 of Spanish Public Companies Law, the Board shall examine the matter as promptly as possible and, depending on the

- particular circumstances, decide whether or not the director should be called on to resign.
- e) When, in the case of independent Directors, they have held their position for a consecutive twelve year period.
 - f) When, in the case of proprietary Directors, the shareholder they represent sells its entire shareholding or when the shareholder reduces its shareholding to a level that requires a reduction in the number of proprietary Directors.
3. When a Director steps down or resigns prior to completing his/her term of office, he/she must explain in a letter addressed to all members of the Board the reasons why he/she is stepping down or resigning from his/her post. Irrespective of whether this resignation is filed as a significant event at the CNMV, the motive for the same must be explained in the Annual Corporate Governance Report.

Article 9. Board Meetings

1. The Board of Directors shall ordinarily meet five times a year in March, May, July, September and November, and at the Chairman's initiative, as many times as he considers necessary for the smooth running of the Company. The Chairman must in any event call a Board meeting when requested to do so by at least two Directors. When a company's Chairman is also its chief executive, any independent director may request the calling of a board meeting.
2. Notice of ordinary meetings shall be given by letter, fax, telegram or e-mail and must be authorised by the signature of the Chairman or the Secretary. Notice shall be given at least three days in advance. The Board shall draw up an annual schedule of ordinary meetings.
3. Extraordinary Board meetings may be called by telephone and shall not be subject to the advance notice and other requirements set forth above when in the Chairman's opinion the circumstances so warrant.
4. Any director may request the inclusion of new items on the agenda and request during the meetings that new points be deliberated upon that were not on the agenda.

Chapter IV - STRUCTURE OF THE BOARD

Article 10. Board Officers & Committees

The Board of Directors shall appoint its Chairman and Secretary. It may also appoint Deputy Chairmen and, if applicable, one or more Managing Directors. The Board shall also set up an Audit Committee and a Remuneration & Appointments Committee, both consisting exclusively of Board members.

Article 11. The Chairman

In addition to the other functions that are incumbent upon him by law and under the Articles of Association, the Chairman is especially responsible for:

- A. Calling meetings, drafting the agendas and directing the meetings of the Board of Directors.
- B. Representing the Company and directing the Company's policies of information and communication with the shareholders, the capital markets and public opinion.
- C. If there is no Managing Director, the Chairman shall act as chief executive officer for the Company and its Group of companies.
- D. Exercising the constant supervision and control of the performance by the Managing Director, if one has been appointed by the Board, of the functions that are incumbent upon him and ensuring that they are in line with the Board's resolutions and guidelines.
- E. Taking care to ensure that the members of the Board receive the necessary information and participate actively in the Board's work. And, in general, encouraging and promoting the smooth running of the Board with a view to the full discharge by it of the function of supervision and control of the Company and its management.
- F. To monitor the implementation of the resolutions, guidelines and general policies emanating from the Board and, as appropriate, to submit the appropriate proposals to the Board.

Article 12. The Deputy Chairmen

Under the Articles of Association, the Board may appoint a Deputy Chairman from among the Directors to stand in for the Chairman if the office is vacant or if he is absent or unable to attend. Should the Board appoint more than one Deputy Chairman, the First Deputy Chairman shall assume the aforementioned functions and must meet the specified requirement for appointment.

Article 13. The Managing Director

1. The Board may delegate powers to one or more of its members, designating them Managing Directors or giving them any other title that it considers appropriate. In such cases, the Managing Director, reporting to the Chairman, shall be responsible for the effective management of the Group's business and operations and consequently shall adopt and draw up any decisions and plans that are not reserved to the Board or the Chairman hereunder. The Managing Director shall prepare and submit to the Chairman and the Board the appropriate proposals with regard to the Group's guidelines and strategies.
2. In performing this effective management, he shall act in all cases in accordance with the plans and guidelines laid down by the Board of Directors and under the supervision of the Chairman of the Board.

Article 14. The Secretary

1. The Secretary of the Board of Directors may be a Director but need not be.
2. The Secretary shall assist the Chairman in his functions and must provide for the smooth running of the Board, being particularly responsible for supplying the Directors with the necessary advice and information, keeping the corporate documents, drawing up the minutes of the meetings and certifying the Board resolutions.
3. The Secretary must take care of the formal and material legality of the actions taken by the Board, ensuring that they are in compliance with Board procedures and the rules of governance. In particular the secretary will ensure that the Board:
 - a) Adheres to the spirit and letter of the law and its implementing regulations, including those issued by regulatory agencies;
 - b) Complies with the company bylaws and the regulations of the Board of Directors and others pertinent regulations;
 - c) Takes into account and ensures compliance with the good governance recommendations that the company has accepted.

Article 15. Audit Committee

1. The Audit Committee shall consist of a majority of external Directors, appointed by the Board of Directors itself. All members of the Audit Committee, particularly its chairman, should be appointed with regard to their knowledge and background in accounting, auditing and risk management matters.
2. The Audit Committee shall appoint a Chairman from among its members, who must be an Independent Director and must be replaced every three years; he may be re-elected once one year has elapsed since the end of his term of office. The Secretary of the Board of Directors may be appointed as Secretary of the Committee.
3. Without prejudice to the full exercise by the whole Board of the functions incumbent upon it, the Audit Committee is charged with overseeing the function of control within the Company and its Group of companies.

When exercising these responsibilities it is particularly incumbent upon the Audit Committee to:

- A. Inform the General Shareholders Meeting about issues raised by shareholders thereat regarding matters within the Committee's sphere of competence.
- B. Propose to the Board of Directors, for submission to the General Shareholders Meeting, the appointment of the external auditors, to receive information regularly on the audit plan from the external auditors, and to verify that senior management takes its recommendations into account.
- C. Monitor the independence and efficacy of the internal audit function; propose the selection, appointment, reappointment and removal of the head of internal audit; propose the department's budget; receive regular report-backs on its

activities; and verify that senior management are acting on the findings and recommendations of its reports, and revise the activity reports that the internal audit services prepare every year.

- D. Be aware of the procedures for preparing the financial information on the Company and, where appropriate, the Group, internal control and risk management systems, checking for compliance with legal provisions, the accurate demarcation of the consolidation scope, and the correct application of accounting principles.
- E. Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the firm.
- F. Liaise with the external auditors in order to receive information on any issues that might jeopardise the latter's independence, and any others connected with the auditing procedure, and to maintain with the auditors the communications envisaged in audit legislation and in the technical auditing regulations, and in this regard:
 - a) The Company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor, if any exist, and the reasons for the same.
 - b) The Committee should ensure that the Company and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence;
 - c) The Committee should investigate the issues giving rise to the resignation of any external auditor.
 - d) In the case of groups, the Committee should urge the group auditor to take on the auditing of all component companies.
- G. Propose to the Board of Directors such issues as it considers appropriate in matters within its sphere of competence.
- H. Inform the Board regarding transactions which the company conducts with directors, significant shareholders, shareholders with Board representation or other persons related thereto ("related-party transactions").
- I. Be cognisant of the Group's environmental audits.
- J. Evaluate on an annual basis its powers and functions and inform the Board about the most important findings of this evaluation.

4. The Audit Committee should inform the Board on the following points before the corresponding decisions are made:
 - a) The financial information that all listed companies must periodically disclose. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.
 - b) The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.
 - c) Related Party Transactions

Article 16. The Remuneration & Appointments Committee

1. The Remuneration & Appointments Committee shall consist of a majority of external Directors, appointed by the Board of Directors itself.
2. The Remuneration & Appointments Committee shall appoint a Chairman from among its members, who must be an Independent Director. The Secretary of the Board of Directors may be appointed as Secretary of the Remuneration & Appointments Committee.
3. The Remuneration & Appointments Committee is responsible for:
 - A. Submitting to the Board of Directors the appropriate proposals for the appointment and re-election of Directors as well as the Secretary and Deputy Secretary, and, if applicable, for their removal.
 - B. Proposing to the Board which members should form part of each of the Committees, as provided for hereunder.
 - C. To propose to the Board the system for and the amount of the Directors' annual remuneration.
 - D. Providing the Board with a report that evaluates and makes the proposals it deems appropriate in regard to the annual remuneration policy for the Board of Directors.
 - E. Approving all direct and indirect components of the annual remuneration paid to the Management Team. The Management Team for these purposes comprises the Chairman, the Chief Executive (if the roles are separated) and the other members of the Group's Management Committee. The basic conditions of their respective senior management contracts should also be determined.
 - F. Carrying out an annual appraisal of the performance of the Company's Chairman of the Board and Chief Executive and informing the board as to the most relevant findings in this evaluation.

4. In addition, the Nomination and Remuneration Committee must:
- a) Evaluate the balance of skills, knowledge and experience on the board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.
 - b) Examine or organise, in appropriate form, the succession of the Chairman and Chief Executive, making recommendations to the board so the handover proceeds in a planned and orderly manner.
 - c) Report on the senior officer appointments and removals which the Chief Executive proposes to the board.
 - d) Report to the board on the gender diversity issues discussed in Recommendation 7 of the Board regulations.
 - e) Oversee compliance with the remuneration policy set by the Company.

Chapter V. DIRECTORS' DUTIES

Article 17. General duties

In the performance of their functions, Directors must act with the diligence of responsible businessmen and loyal representatives. In particular they shall have a duty to:

- a) Inform and prepare themselves adequately for Board meetings and for the meetings of any Board Committees to which they belong.
- b) Attend the meetings of the bodies of which they form part and participate actively in the deliberations, in order for their opinions to make an effective contribution to the decision-making process. If a justified cause prevents them from attending meetings to which they have been called, Directors should give instructions to the Director who is to represent them, as appropriate.
- c) Perform any specific task with which they are entrusted by the Board of Directors and which is reasonably within the scope of the commitment expected of them.
- d) Call upon the persons with the power to convene the Board to call an extraordinary meeting or to include on the agenda the items that they consider appropriate.

Article 18. Duty to maintain confidentiality

Directors must keep secret the deliberations of the Board of Directors and of the committees on which they serve and they must refrain from disclosing any confidential information to which they have access in the performance of their duties. The duty of confidentiality shall subsist even when they no longer hold office.

Article 19. Non-competition obligation

Directors may not provide their professional services or hold any kind of office at companies that are competitors of the Company or of any of the companies in its Group.

Article 20. Conflicts of interest

1. Directors must refrain from attending and intervening in deliberations affecting matters in which they have a personal interest.

A personal interest shall also be deemed to exist when a matter affects a member of a Director's family or a company in which he holds an executive position or owns a significant shareholding.

2. Directors may not perform professional or commercial transactions directly or indirectly with the Company, unless they disclose the situation of conflict of interest beforehand and the Board of Directors, subject to a report from the Remuneration and Appointments Committee, approves the transaction.

Article 21. Use of corporate information and assets

1. Directors may not use non-public Company information for private purposes unless such use does not cause any harm to the company and the Company does not have an exclusive right over or a legal position of a similar nature with regard to the information whose use is sought, and the information is irrelevant to transactions to buy or sell the Company's securities or those of its Group companies. In any event, Directors must abide by the rules of conduct laid down in the legislation governing Securities Markets and, in particular, in the Internal Regulations governing Conduct in the Securities Markets.
2. Directors must not make use of Company assets nor take advantage of their position in the Company in order to obtain capital benefits unless it is in return for adequate valuable consideration. If such consideration is waived, the capital benefits obtained in this way will be classified as indirect remuneration and must be authorised by the Remuneration & Appointments Committee.

Article 22. Business opportunities

Directors may not take advantage of a Company business opportunity for their own benefit or for that of someone close to them, unless they offer the Company first refusal and the Company chooses not to exploit the opportunity and the Director is authorised to exploit it by the Board of Directors.

Article 23. Directors' duty of disclosure

1. Directors must notify the Company of any Company shares that they own either directly or through companies in which they have a significant shareholding. They must also disclose any other shares that are held, directly or indirectly, by their closest relatives, in each case in conformity with the provisions of the Internal Regulations governing Conduct.
2. Directors must also disclose to the Company any positions they hold and any activities they perform at other companies or entities and, in general, any fact or situation that may be material to their performance as a Company director.

3. Directors will inform the board of any circumstance that might harm the organisation's name or reputation, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

Article 24. Transactions with significant shareholders

1. The Board formally reserves the right to approve any transactions which the Company conducts with directors, significant shareholders, shareholders with Board representation or other persons related thereto (“related-party transactions”).
2. in the case of ordinary transactions, general authorization of the kind or type of transaction and its general conditions of execution will be sufficient.

Chapter VI. DIRECTORS' RIGHT TO INFORMATION

Article 25. Powers of information & inspection

1. Directors are vested with the broadest powers to obtain information about any aspect of the Company, to examine its books, registers, documents and other records of corporate transactions and to inspect all its installations. The right to information encompasses the Company's subsidiaries, both domestic and foreign.
2. In order not to disrupt the ordinary course of Company business, the exercise of the powers of information shall be channelled through the Chairman, the Managing Director, or the Secretary of the Board of Directors, who shall respond to Directors' requests either by providing them with the information directly, by putting them in touch with the appropriate interlocutors within the organisation or by taking steps to enable them to conduct the desired tasks of examination and inspection *in situ*.

Article 26. Expert assistance

1. In order to be assisted in the performance of their functions, external Directors may request the engagement at the Company's expense of legal, accounting, financial or other expert advisers.

The engagement must focus on specific problems of some significance and complexity that arise in the performance of the directors' duties.

2. The decision to engage must be notified to the Company Chairman and may be vetoed by the Board of Directors if it can prove:
 - a) that it is not necessary for the external Directors to fully perform their functions.
 - b) that the cost is not reasonable in the light of the importance of the problem and the Company's assets and revenues; or
 - c) that the technical assistance requested can be adequately furnished by inhouse experts and technical personnel.

Chapter VII. DIRECTORS' REMUNERATION

Article 27. Remuneration

1. Directors are entitled to obtain the remuneration set by the Board of Directors in accordance with the provisions laid down in the Articles of Association and the decisions on the matter adopted at the General Shareholders Meeting, and in conformity with the instructions of the Remuneration and Appointments Committee. The Board shall endeavour to ensure that the Directors' remuneration is moderate having regard to the demands of the market. In particular, the remuneration of non-executive Directors must be set in such a way as to offer an incentive to their commitment, without constituting an obstacle to their independence.
2. The Notes to the Annual Financial Statements will contain detailed information and a breakdown of the remuneration received by the members of the Board of Directors, for their condition as such, as well as remuneration for senior management functions performed by executive directors. This information will also be included in the Annual Corporate Governance Report.
3. In the case of remuneration linked to Company earnings, deductions should be computed for any qualifications stated in the external auditor's report.
4. In the case of variable compensation, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, or circumstances of this kind. Similarly, they should take into account the level of responsibility and the performance of the Directors in question. The remuneration of independent Directors must be set in such a way as to offer an incentive to their commitment, without constituting an obstacle to their independence.
5. The Board of Directors will approve an annual remuneration policy report which will be presented at the General Shareholders' Meeting for information purposes. This report will describe the remuneration policies and the role of the Nomination and Remuneration Committee in designing the policy, and where applicable, indicate the identity of any external advisors engaged. The report will not include any information that could potentially entail the disclosure of commercially sensitive information, or that could go against the interests of the Company.

Chapter VIII. BOARD RELATIONS

Article 28. Relations with shareholders

1. The Board of Directors shall establish the appropriate channels for being cognisant with any proposals that may be made by the shareholders in relation to the way the Company is run.

2. Public requests for the delegation of votes made by the Board of Directors or by any of its members must give a detailed explanation of how the proxy will vote if the shareholder does not give any instructions, and when appropriate, they must disclose the existence of any conflicts of interest.
3. The Board of Directors shall promote the informed participation of the shareholders at General Shareholders Meetings and shall adopt such measures as may be appropriate to enable the General Shareholders Meeting to effectively perform its functions in accordance with the law and the Articles of Association.

In particular, the Board of Directors shall adopt the following measures:

- a) It shall endeavour to make available to the shareholders before the Meeting all the information that is required by law, and any other information that although not legally required may be of interest and may reasonably be supplied.
- b) It shall respond with the utmost diligence to requests for information made by the shareholders before the Meeting.
- c) It shall respond with equal diligence to questions formulated by shareholders at the General Shareholders Meeting.

Article 29. Relations with institutional shareholders

1. The Board of Directors shall likewise set up appropriate mechanisms for the regular exchange of information with the institutional investors who form part of the Company's shareholders.
2. Under no circumstances may the relations between the Board of Directors and the institutional shareholders result in providing the latter with any information that could place them in a situation of privilege or advantage with respect to the other shareholders.

Article 30. Relations with the markets.

1. The Board of Directors shall immediately publicly disclose:
 - a) any material facts that may have an appreciable influence on the formation of stock market prices;
 - b) any changes in the Company's ownership structure, such as variations in the significant shareholdings, syndication agreements and other forms of coalition, of which it is aware;
 - c) any substantial amendments to the Company's rules of governance.
2. The Board of Directors shall adopt the necessary measures to ensure that the half-yearly, quarterly and any other financial reporting that prudence may require be made available to the markets is prepared in accordance with the same principles, policies and professional practices as those applied in preparing the annual accounts and that it is as reliable as the latter.

3. The Board of Directors shall publish an annual corporate governance report that it will make available to the shareholders at the General Shareholders Meeting. Should the Board not consider it appropriate to follow the recommended standards of good governance, it must explain the reasons for its decision.

Repeal provision:

The Uralita S.A. Board Regulations of March 2006 are hereby revoked and superseded by the provisions laid down herein.