

# **REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING OF CORPORACION EMPRESARIAL DE MATERIALES DE CONSTRUCCION**

## **CHAPTER I.- APPLICATION and PUBLICATION**

### **Article 1.-Application, Interpretation an Amendment**

- 1.1 These Regulations shall apply to the General Shareholders' Meetings of the Company that are called after the date of approval and registration in the Companies Registry thereof.
- 1.2 These Regulations shall be interpreted in accordance with applicable legal regulations and bylaws.
- 1.3 The Board of Directors may propose the modification of these Regulations to the General Shareholder's Meeting whenever it considers is advisable or necessary. The proposal for amendment must be accompanied by a report evidencing the need for the modification proposed by the Board of Directors and, unless provided otherwise in the Articles of Association, it will be approved with the ordinary quorum established by current legislation.

### **Article 2.-Registration and Publication**

- 2.1 These Regulations and any subsequent amendments or consolidated texts hereto, shall be reported to the National Securities Market Commission (Comisión Nacional del Mercado de Valores), and thereafter registered in the Companies Registry.
- 2.2 The current text of these Regulations will be available to the shareholders at the National Securities Market Commission office and on its corporate website. The Board of Directors may adopt any additional measures to ensure its dissemination and knowledge among shareholders and public investors and, in any event, to adapt it to the diffusion, publication, filing or registration requirements, in accordance with the applicable provisions.

## **CHAPTER II.-POWERS AND TYPES OF THE GENERAL SHAREHOLDERS' MEETING**

### **Article 3.-General Meeting**

- 3.1 The General Shareholders' Meeting is the sovereign body of the Company. The General Shareholders' Meeting is the body through which, the corporate will, is expressed and the shareholders exercise their right to participate in the Company's decision-making regarding matters that come under its area of competence.
- 3.2 The General Shareholder's Meeting, once validly constituted, represents all of the shareholders of the Company.
- 3.3 All shareholders, including dissidents, those who abstained from voting and those who were not present at the meeting, shall be bound by the decisions adopted by the General Meeting in accordance with the Articles of Association, these Regulations and to current legislation, notwithstanding any rights and actions conferred to shareholders in the cases and with the requirements set out in the applicable regulations.

### **Article 4.-Types of General Shareholder's Meetings**

- 4.1. The General Shareholders' Meetings may be either Annual or Extraordinary, and shall be called by the Company Directors or, where appropriate, by the competent judicial

authority.

- 4.2. The Annual General Shareholders' Meeting, previously called for that purposes, shall necessarily be held within the first six months of each financial year-end in order to review the company management, approve, where appropriate, the accounts of the previous financial year and decide as to the distribution of income or loss and to appoint the Company Auditors, notwithstanding its authority to deal with and to decide on any other business included on the Agenda, providing that, the number of shareholders and the percentage of the capital are present as required by law or under the Articles of Association, as the case may be.
- 4.3. Any General Shareholder's Meeting other than the one addressed in the paragraph above, shall be deemed to be an Extraordinary General Meeting

#### **Article 5.-Powers of the shareholders at the General Shareholders' Meeting**

The General Shareholders' Meeting shall decide on the issues attributed by applicable law or by the Articles of Association and, in particular, on the following:

- a) Reviewing the Company management, approval, where appropriate, of the annual accounts of the Company and of its Consolidated Group of companies, deciding on the distribution of income or loss of each financial year and the approval of Company management. The Report accompanying the Annual Accounts shall individually reflect the remunerations received by the Directors, acting as such, as well as include, where appropriate, information about its composition.
- b) Appointment, re-election and separation of members of the Board of Directors of the Company and the liquidators, and also taking social liability action against any of them.
- c) Approval of the Directors' remuneration policy pursuant to statutory terms
- d) Appointment of the Auditors and revocation of their mandate in the cases provided by law, as well as taking corporate liability action against them.
- e) Increase and decrease of share capital, delegating, where appropriate and within the time limits set out by law, to the Board of Directors, the power to establish the date of its execution; the Board may make use of all, or part, of that delegated power, or even abstain from exercising it, depending on the conditions of the market, of the Company itself or on any fact or incident of special relevance which, in its opinion, justifies that decision, and informing of this circumstance to the first General Shareholders' Meeting that is held following the expiry of the time limit given for implementing it. The General Shareholders' Meeting may also delegate to the Board of Directors the authority to increase the share capital in the terms provided by applicable legislation.
- f) The elimination of or establishment of restrictions upon pre-emptive subscription rights.
- g) The issuance of any kind of debentures, and on the authorization of the Board of Directors to proceed to the issue of convertible or non-convertible bonds under the terms established by applicable legislation.
- h) The transformation, merger, split-off, overall assignment of assets and liabilities, and relocation of the registered address abroad.
- i) Modification of the Articles of Association.

- j) Approval and amendment of the Regulations of the General Shareholders' Meeting.
- k) The acquisition, disposition, or contribution of essential operating assets to another Company. For purposes of this section, an asset shall be deemed to be essential when the amount of the transaction exceeds twenty five (25%) per cent of the value of the assets appearing in the last approved balance sheet
- l) The transference to entities organised under essential activities that have been developed until such time by the Company itself, even though, the latter, retains full control of them. The essential character of the activities and operating assets shall be deemed when the volume of the operation exceeds twenty five (25%) per cent of the value of assets in the balance sheet.
- m) The approval of the final balance sheet upon liquidation.
- n) Transactions whose effect is equivalent to liquidating the Company.
- o) Any other issue or matter established by law or the Articles of Association or that the Board of Directors resolves to submit to its decision in accordance with the applicable legislation whenever it considers it to be of special relevance for the Company interests; In these cases, the Board of Directors is obliged to call a General Shareholders' Meeting as soon as possible to debate and decide upon the specific resolutions related to the matters included in this Article that are submitted for its decision.

### **CHAPTER III.- CALLING AND PREPARATION OF THE GENERAL SHAREHOLDERS' MEETING.**

#### **Article 6.-Calling of the General Shareholder's Meetings**

Notwithstanding the provisions of applicable legislation, the Board of Directors is responsible for calling the General Shareholders' Meeting, which shall take place as follows:

- The Board of Directors shall call the Annual General Shareholders' Meeting within the first six months of each financial year.
- Likewise, the Board of Directors shall call the General Shareholders' Meeting, whether Annual or Extraordinary, whenever it deems it to be in the interest of the Company.
- In any event, the Board of Directors shall also call the General Shareholders' Meeting, whether Annual or Extraordinary, upon a Notary request of shareholders holding at least three (3) per cent of the share capital, who must state in their request the business to be transacted at the General Shareholders' Meeting. For such cases, the General Shareholders' Meeting must be called to be held within the two months following the date of the notarial request made to the Board of Directors to call it.

Notwithstanding the previous paragraphs, the Shareholders General Meeting shall be deemed to be called and shall be validly held for discussing any business whenever the whole of the share capital is present and, the shareholders present, unanimously agree to hold the Meeting.

In any case, the Board of Directors shall draw up the Agenda, and shall include at least the matters set forth in the request.

If the Ordinary General Shareholders' Meeting were not summoned within the legal period of time, it may be so at the request of the shareholders, and, with the hearing of the members of the administrative body, by the Judge of First Instance of the company's address, who will also appoint the person who should preside over the General Shareholders' Meeting. This same summons should be made with regard to the Extraordinary General Shareholders' Meeting whenever so requested by shareholders owning at least three per cent (3%) of the share capital.

#### **Article 7.-Publication and notice of call to meeting**

The calling of General Shareholders' Meeting shall be made by public announcement in (i) the Official Gazette of the Companies Registry or in one of the major daily newspapers in Spain; (ii) the web site of the National Securities Market Commission (Comisión Nacional del Mercado de Valores, "CNMV"); and (iii) the corporate web site of the Company at least one month in advance of the date set for the meeting or any longer period of time required by statute, where appropriate, depending on the resolutions submitted to its discussion.

For the purposes of the above, and regardless the method of publication, the announcement of the call for the General Shareholders' Meeting, must include, at least:

- The Company name, the place, date and time on which the General Shareholders' Meeting is to be held on first, and, where appropriate, second call, with at least twenty four hours (24 h) between the first and second call.
- A precise, clear and complete list of all items to be dealt with in the meeting and included on the Agenda.
- The position held by the person or persons calling the meeting.
- The date by which shareholders must have registered in their own name the number of shares required to take part and to vote at the General Shareholders' Meeting called.
- The place and the manner to get the full text of the documents and proposed resolutions about the points included in the Agenda to be submitted for the approval of the General Shareholders' Meeting, as well as the corporate website where such information will be available.
- Clear and exact information about the formalities that shareholders have to meet in order to participate and cast their votes in the General Shareholders' Meeting, including, in particular, the following points:
  - a) The right to request information, to include points on the Agenda and to submit proposals for decision, and also the time-limit for doing so. Whenever it is stated that more detailed information on those rights may be found on the corporate web site of the Company, the announcement, may simply indicate the time-limit for taking action
  - b) The system to grant proxy for the General Shareholders' Meeting, with particular reference to the forms that shall be used to carry out the delegation of votes and the means by which the Company is prepared to accept electronic notifications of the appointment of proxy holders.
- Proposals in which the requirements for amending the Articles of Association are also applicable, the full text of the supporting reports drawn up by the Board of Directors or by the shareholders putting forward the proposal shall be made

available, written in clear and precise terms.

- The full text of the Annual accounts, the management report and the auditor's report to be approved by the Annual General Shareholder's Meeting, as well as the same documents referred to the consolidated accounts, shall be made available.
- The full text of the Annual Report on Corporate Governance and the Annual Report on Directors' Remuneration, made available to the General Shareholders' Meeting approved by the Board of Directors, shall be made available
- The full text of the reports or certificates issued by the auditors or independent experts in relation to the resolutions to be adopted, where appropriate, shall be made available
- The means and procedures for long-distance voting which, in accordance with applicable legislation, the Articles of Association and these Regulations, may be used by shareholders for exercising their rights of representation, grouping, voting and, where appropriate, of assistance as well as the requirements, deadlines and procedures established for using them.
- The shareholders' right to be informed and how to exercise it.
- Also, and regardless of the medium of publication of the announcement of the call, it must, in any case, include a section to formulate any plea or question, in order to facilitate shareholders' participation.
- Any other compulsory indications required under applicable legislation or the Articles of Association.

The provisions of this Article shall be without prejudice to any additional content in the announcement or calling the meeting with more or less advance notice, in those special circumstances where it is required by the applicable legislation.

#### **Article 8.- Specific content**

- 8.1. In any case, the actual drawing up of the Agenda is the sole responsibility of the Board of Directors who, apart from being able to include any matter that it deems appropriate, shall also include any matters that had been requested, necessarily if required under applicable legislation, the Articles of Association or these Regulations, or voluntarily, as described below, all of which shall be without prejudice to the fact that in the event of calling an Extraordinary General Shareholder's Meeting, shareholders representing a minimum of three (3%) per cent of the share capital, must express in the notarial request the matters to be dealt with in the Meeting requested.
- 8.2. Notwithstanding the respective competences conferred to the General Shareholder's Meeting and to the Board of Directors, the latter, where appropriate, shall provide information to the shareholders in the General Meeting on any business decisions in progress that might be considered especially relevant for the future of the Company or include those matters in the Agenda provided that it is in full conformity with the nature of the operation and the confidentiality required for that kind of operations or business to the Company.
- 8.3. Shareholders are able to send to the Company, using electronic means or letter sent to the registered address, any suggestions intended to promote the inclusion of new points on the Agenda of the General Shareholders' Meeting and to clarify the literal

content of such points. Requests should be written in absolutely clear and precise terms, they must express the name of the shareholder and the number of shares held in his name. All the foregoing must be without the prejudice to the provisions of the following Article in respect of the shareholder's right to information in relation to the explanations on the points of the Agenda.

In view of the number of suggestions made, and the level of representation held by the petitioners, the Board of Directors may consider them, insofar as, in its opinion, they effectively contribute to enhancing the information available for each shareholder.

Regardless of its evaluation of the petition or suggestion, the Board of Directors may, in any case, ask the shareholder to accredit its status as shareholder and the number of shares he represents.

- 8.4. Shareholders representing at least three (3) per cent of the share capital may request the publication of a supplement to the call of the Annual General Meeting, including one or more items on the Agenda, providing that, the new items, are accompanied by a rationale or, where appropriate, by a justified proposal for a resolution. In no case shall that right be exercised in respect of the formal notice for an Extraordinary General Meeting.

This right must be exercised by making reliable notification that must be received at the registered address within five days following from publication of the formal notice. The supplement shall be made public with a minimum of fifteen days prior to the date established for the Board Meeting. Failure to publish the notice complementary to the call within the term specified by law shall be grounds for nullification of the Meeting.

- 8.5. Shareholders representing at least three (3%) per cent of the share capital may submit well-founded proposals for resolutions regarding items already included or that must be included on the Agenda for the General Shareholders' Meeting called. The Company shall also ensure the immediate dissemination of these proposed resolutions and any documentation attached thereto, where appropriate, to the other shareholders

#### **Article 9.- Information to be made available to the shareholders from the date of formal notice of the call of the Meeting.**

From the date of publication of the notice of the General Shareholder's Meeting call and, until it is held, and notwithstanding the foregoing provisions, the Company shall publish on its corporate web site:

- The full text of calling of the meeting.
- The total number of shares and voting rights on the date the meeting is called, with a breakdown by class of shares, if any such class exist.
- The documents or information which, according to applicable legislation, is to be submitted to the General Shareholder's Meeting and, specifically, the reports from Directors, Auditors and independent experts.
- The full texts of the proposed resolutions on each and every point on the Agenda or on those points which are merely informative, as well as a report from the competent bodies remarking on each and every of those points. The proposed resolutions submitted by the shareholders shall also be included in the order that they are received.

- In the event of appointment, ratification or re-election of members of the Board of Directors, the identity, résumé and category which each of them belongs, as well as the proposal and mandatory reports.
- The forms to be used for voting by proxy and remote voting.
- The forms that shareholders shall use to cast vote by proxy or through distance communication systems, and where appropriate, to attend in accordance with applicable legislation, the Articles of Association and these Regulations, and also the procedures established for using them.
- Information, where appropriate, on the systems or procedures which facilitate the monitoring of the General Shareholders' Meeting, such as, broadcasting through audio-visual means and information available in foreign languages.
- Information about communication channels with the Shareholders Relations Department for the purposes of gathering information or putting forward suggestions or proposals, in accordance with the current state of technology and with applicable legislation.

**Article 10.- Shareholders' right to information prior to holding the Meeting.**

- 10.1. The right of information can be exercised before or during the meeting. In the case of a Universal Shareholders Meeting, the lack of formal call means that, the information, can only be requested while the Meeting is being held.
- 10.2. Up until the fifth day prior to the date set for holding the General Meeting, the shareholders may address the Board of Directors to ask for information or clarifications referred to items on the Agenda of the meeting, or to put forward the questions they consider necessary. Likewise, shareholders may also ask for the information accessible to the public that the Company had already furnished to the National Securities Market Commission (CNMV) or regarding the Auditors Report.
- 10.3. Requests for information may be submitted by delivering the request to the Company address or by sending it to the Company by post or by means of electronic or digital long-distance communication. Such requests will be admitted where the digital document for requesting the information includes a recognised digital signature used by the applicant, or other type of electronic signature which, following a previous agreement to that effect, the Board of Directors considers it as a sufficient guarantee of authenticity and identification of the shareholder who is exercising his right to information.
- 10.4. Requests for information shall be answered once the identity and the shareholder status of applicant has been ascertained using the same media in which they were formulated.
- 10.5. Valid requests for information or clarifications submitted or questions asked in writing by shareholders, as well as the answers provided in writing by the Directors, shall be posted on the corporate web site of the Company.
- 10.6. The Board of Directors may refuse the information requested if: i) Such information is unnecessary for safeguarding the shareholders' rights, or where objective reasons exist to consider that such information might be used for interest other than the

Company, or where its publication could be harmful to the Company or to the related Group companies, except in the case that the request is supported by shareholders representing, at least a quarter of the share capital; ii) If the information, clarification requested, or the question does not refer to matters appearing on the Agenda or to the information accessible by the public that the Company has provided to the National Securities Market Commission from the date the last General Meeting of Shareholders was held or neither to the auditor's report; iii) If, before submitting a specific question, the information requested has been clearly, expressly and directly made available to all shareholders in question & answer format on the Company's corporate web site, the Directors, may limit their answer to a reference to the information provided in that format; iv) If this is required by applicable law or regulatory provisions.

- 10.7. The Board of Directors may authorise any of its members, its Secretary or Deputy Secretaries, or where appropriate, the Shareholders Relations Department or any person expressly authorised by it so that, on behalf of the Board of Directors, they may respond to the requests for information submitted by the shareholders.
- 10.8. The provisions of this Article should nevertheless be without prejudice to the right of shareholders to obtain the documents in printed form and to ask for them to be sent free of charge if this is established by applicable legislation.

#### **Article 11.-Shareholders participation in the General Meeting**

- 11.1. The Company is interested in encouraging the participation of shareholders in the General Meetings. To that end, the Board of Directors shall take any measures it deems appropriate, in each case, for facilitating and encouraging shareholders to attend the General Meeting in person, notwithstanding the other provisions of these Regulations.
- 11.2. In accordance with the provisions of the Articles of Association, shareholders may attend the General Meeting themselves or duly represented, providing their shareholding recorded in the Shareholding Register they hold at least one share registered in the corresponding accounting register, which they shall demonstrate with a document evidencing registration, five days prior to the date when the Meeting is to be held.
- 11.3. In order to enable shareholders to exercise their rights of attendance, voting, representation and grouping at the General Meetings of the Company, any shareholder who prove their status and, upon request, may obtain from the day of Notice of Shareholder's Meeting, at the registered office, a personal attendance card, which will enable him to exercise its corresponding rights as a shareholder of the Company. This card, if required by shareholders that want to exercise their voting rights and to be represented using distance communication technology under the Articles of Association and this Set of Regulations, will be also available in electronic format, and if is legally and technically viable, could be sent or filled in by the shareholders.

#### **Article 12.- Shareholders representation in the General Shareholders' Meeting**

- 12.1. Any shareholder who has the right to attend may be represented at the General Shareholders' Meeting by a proxy holder, whether or not a shareholder. The representation must be granted in writing and especially for each General Shareholders' Meeting, in accordance with the terms and conditions set out by law.
- 12.2. Proxy appointment and its notification to the Company may be made in writing or, as

soon as there is suitable technology, by electronic means.

- 12.3. Should the directors themselves, the share depository institutions or those entrusted with the share registry book, request the representation for themselves or for others and, in general, whenever the request is made publicly, the document verifying the proxy should include or attach the Agenda, as well as a request for instructions on the exercise of voting rights and an indication of how the representative should vote, when no specific instructions are given, and the date and signature of the person who was represented.
- 12.4. If voting instructions have been given by the shareholder represented, the proxy shall cast his vote accordingly, and shall be obliged to keep those instructions for one year following the holding of the corresponding General Meeting.
- 12.5. The representation is always revocable, and the personal attendance at the Shareholders' Meeting by the shareholder granting the proxy, entails the revocation of any proxy granted.
- 12.6. Individual shareholders -who do not have full capacity- and corporate shareholders shall be represented by those persons who, under applicable legislation, are duly accredited to represent them, both in such cases, and, in the event of a shareholder delegating his right to attend, as well as in the cases of joint-ownership of shares, shareholders, cannot have more than one representative at the General Shareholders' Meeting.
- 12.7. When Directors, or others, have made a public request for representation, the Director who obtains the representation, is not allowed to exercise the voting rights corresponding to the shares represented, on Agenda items that may lead to a conflict of interests, in the terms established by law.
- 12.8. The Chairman of the General Shareholders' Meeting or, by delegation of powers, the Secretary, shall resolve all doubts concerning the validity and effectiveness of the documents accrediting the right of any shareholder to attend the General Shareholder's Meeting or his delegation or accrediting the right of representation made in favour of another party, endeavouring to consider as invalid or ineffective only those documents that lack the minimum essential requirements, and provided that, such defects, have not been remedied.  
In any case, the representation requirement's established in the previous sub-sections of this Article 12 shall not apply when the proxy holder is the spouse, ascendant or descendant of the represented person, nor when the proxy holder has a general power of attorney conferred by public document with powers to administer all the estate that the represented person has on national territory.

**Article 13.- Presence of Auditors, Experts, Delegate Committees of the Board of Directors, Company executives and others at the General Shareholders' Meeting.**

- 13.1. The Board of Directors shall endeavour that the Auditor or the Company Auditors personally attend the Annual General Meeting and, any other Meetings where, at the time of sending the notice convening the meeting, the shareholders have been provided with reports or certificates issued by the auditors. The same shall apply to any independent expert or experts engaged by the Company in the cases required by applicable legislation, if the report or reports drawn up by them have been made available to the shareholders.
- 13.2. The Chairman of the General Shareholders' Meeting is the person who shall authorise the presence of any person other than those mentioned, as he deems fit, although the

General Shareholders' Meeting may cancel that authorisation.

#### **CHAPTER IV.- HOLDING THE GENERAL MEETING**

##### **Article 14.- Organisation and composition of the General Shareholders' Meeting**

- 14.1. The General Shareholders' Meeting, regardless of the type, shall be held at the place indicated in the notice of the call to meeting, within the locality where the Company has its registered office, and on the date and at the time also indicated in such notice, whether in first or second call.
- 14.2. From one hour before the time set for the beginning of the meeting, and unless otherwise specified on the notice, shareholders and their proxy holders, may present to the staff in charge of the registration of shareholders their respective attendance card and, where appropriate, proxy granting cards.
- 14.3. The General Shareholders' Meeting may be held in several adjoining rooms or, in rooms which are not adjoining to one another but are located in the same building complex or on the same premises, as long as the Board of Directors deems it justified to proceed in this way. In this case, audio-visual means shall be provided to allow for real-time interactivity and intercommunication, and, therefore, the unity of action is guaranteed as necessary in the Meeting.
- 14.4. The right to attend will be demonstrated by the mentioned attendance card or by presenting the certificate issued by the entity in charge of record-keeping of company shares, which must show that at least fifteen shares are registered in the name of the shareholder, five days prior to the date of holding the General Shareholders' Meeting.
- 14.5. Upon entering the premises where the General Shareholders' Meeting is to be held, the attendees shall be provided with the full text of the proposed resolutions to be submitted for the approval by the General Meeting, except for those proposals that cannot be delivered to the attendees due to having been adopted immediately before holding the Meeting.
- 14.6. The record of shareholders present or represented at the General Shareholder's Meeting may be made manually or by using optical reading systems or by other technical means considered adequate.
- 14.7. Once the process of recording attendance cards and proxies is complete, and having stated that there is sufficient quorum for the meeting to be validly held in first or second call, as the case may be, the Head Table for the General Meeting shall be constituted, a list of attendees shall be drawn up -expressing whether they are by proxy or otherwise-, the number of shares represented by them -either personally or by proxy-, and the General Shareholders' Meeting may begin in the place, date and time established for holding it.
- 14.8. At the end of the list, shareholders -present or represented- shall be determined, as well as the capital they own, and if there are any queries on this issue, they shall be settled by the Chairman. The list of attendees shall be entered in computer format, which shall be kept in a sealed envelope or container, and the appropriate identification certificate, signed by the Secretary and countersigned by the Chairman, shall be affixed to the cover.
- 14.9. The list of attendees will be enough documentation to certify that the attendees met

the conditions required for being present at the General Shareholders' Meeting and that the conditions required under the Articles of Association and the corresponding formal notices were fulfilled. It may be consulted at the General Shareholders' Meeting -by any shareholder who is entitled to attend- and without causing any delay or postponement of the normal course of the meeting once the Chairman has declared the General Meeting to be legally open and without the Chairman being obliged to read out the mentioned list of attendees or to provide a copy of it. Once the Meeting has concluded, the list of attendees may not be consulted by the shareholders unless expressly authorised by the Chairman and, copies of it, shall in no way be sent out, on the basis of current personal data protection regulations.

- 14.10. Once the Shareholders' General Meeting is validly constituted and the list of attendees, drawn up, any attendance cards or proxies submitted after the process of registering shareholders who were present at the meeting, should be admitted, even if the meeting has already started, as long as they are submitted before the shareholders' turn to speak begins.
- 14.11. In order to promote the widest dissemination of information regarding the course of the meetings and the resolutions of the General Shareholders' Meeting, duly accredited representatives of the media, financial analysts and other experts may be allowed access. To the same end, the Chairman of the General Shareholders' Meeting may have an audio-visual recording made of the whole, or part, of the General Shareholders' Meeting.
- 14.12. Equipment may be provided for the simultaneous translation of the discussions that take place in the Shareholders General Meeting, if this is deemed appropriate.

**Article 15.- Presiding Committee of the General Shareholders' Meeting. Chairman and Secretary for the General Shareholders' Meeting.**

- 15.1. The Presiding Committee of the General Shareholders' Meeting is the body responsible for admitting shareholders to the meeting; examining the powers or legal qualification of the proxies; drawing up the list of attendees and settling any queries that may arise in this respect and, once the session is open, conducting the debates, granting the turn for speaking and maintaining order; and also, at the end, and, where appropriate, drawing up the corresponding minutes.
- 15.2. The Presiding Committee shall be composed of the Chairman, the Secretary of the General Shareholders' Meeting and by the Members of the Board of Directors, who may be assisted by any persons they require for exercising their respective functions.
- 15.3. The General Shareholder's Meeting shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman of the Board of Directors and, in the absence thereof, by the shareholder chosen in each case by the members present at the Meeting.
- 15.4. Notwithstanding any other powers attributed to the Chairman by applicable regulations or by the Articles of Association, shall also be authorised to:
  - Check that the call of the General Shareholders' Meeting has been made in accordance with the legal and regulatory requirements; ensure that the list of attendees is correctly drawn up and, with respect of the quorum, declare the meeting to be validly held, and enter into the Agenda.
  - Check compliance with the duties and rights of attendance set out in the previous Article and authorise third parties to be present at the General

#### Shareholders' Meeting.

- Conduct the meeting, indicating the order of discussion in the debates, resolving any doubts on regulations that might arise, evaluating the suitability of the information requested by the shareholders and being able to consider, after two turns of speaking for and two against, a subject to be sufficiently discussed, in which case the Chairman could interrupt the debate and call for a standing vote. He may also limit the turn for speaking of each shareholder, or withdraw it -if any shareholder misuses- and, from those who take the floor, to discuss problems unrelated to the Company.
- In cases of doubt, indicate the person that shall reply to the comments or queries asked by a shareholder.
- Resolve issues that are brought up in relation to the duty of abstention that are required by applicable legislation, the Articles of Association or other provisions on corporate governance.
- Choose the voting system and submit resolutions to the vote, count votes, and proclaim the results.
- Maintain order and settle any incidents that might arise during the meeting.
- Interpret these Regulations, assisted by the Secretary.

15.5. The Secretary of the Board of Directors, or in his absence, the Deputy Secretary, will act as Secretary of the Meeting and, failing this, the shareholder chosen in each case by the members attending the Meeting.

15.6. In the event that, once the General Shareholders' Meeting has commenced, the Chairman or Secretary has to leave for any reason, his duties shall be assumed by the appropriate persons pursuant to the provisions of the preceding paragraph, and the proceedings of the General Shareholders' Meeting shall continue.

15.7. Notwithstanding any other powers attributed to him by applicable regulations or by the Articles of Association, the Secretary of the General Shareholders' Meeting will be authorised upon delegation by the Presiding Committee of the Meeting, to draw up the list of attendees. Any issues that might arise in respect of the list of attendees shall be resolved by the Presiding Committee.

#### **Article 16.- Opening of the General Shareholders' Meeting**

16.1. After the list of attendees has been drawn up, and once the Presiding Committee of the General Shareholders' Meeting has been formed, the meeting shall commence. The Chairman or, or by delegation of powers, the Secretary, shall read out the call of the meeting and, may consider it to be reproduced, if no shareholders object, and shall provide general data gathered from the list of attendees, giving details of the number of shareholders entitled to vote, both present and proxy holders, the total number of shares owned by such shareholders and the percentage of share capital they represent, indicating whether there is the minimum quorum required in the Articles of Association for holding the General Shareholders' Meeting in the first or second call.

16.2. Then, taking the aforementioned in account, and if appropriate, the Chairman shall thereafter declare the Meeting to be lawfully constituted, upon first or second call, as the case may be, and then, if a Notary has been requested to be present -in

accordance with applicable legislation-, he shall yield the floor to the Notary who shall ask the attendees whether they have any reservations or objections regarding the information previously announced or on the valid constitution of the Meeting.

If the presence of a Notary has not been required, all references to a Notary made in this Article shall be understood to be made to the Secretary of the General Shareholders' Meeting.

16.3. The General Shareholders' Meetings, whether annual or extraordinary, shall be lawfully constituted:

- In general, on first call, when shareholders who are present or represented by proxy hold, at least, twenty five per cent (25%) of the subscribed share capital with the right to vote. On second call, the General Shareholders' Meeting shall be lawfully constituted regardless of the share capital present.
- For the Meeting, to validly resolve the issuance of debentures, the abolition or limitation of the pre-emption subscription rights on an increase of capital, the increase or decrease of the share capital, the transformation of the Company, the merger, spin-off or dissolution of the Company, the global assignment of assets and liabilities and the transfer of the registered address abroad, and, generally, any amendment whatsoever of the Articles of Association, the attendance of shareholders who are present or represented by proxy holding at least fifty (50) per cent of the subscribed share capital with the right to vote, shall be required on first call. On second call, the presence of twenty five (25) per cent of said share capital shall be sufficient.

16.4. Once the Meeting has been declared to be validly held, and without detriment to their right to make the declarations they deem appropriate in their turn to speak, the attendees, may express to the Secretary, or if appropriate, to the Notary, any reservation or protest they may have about the valid formation of the General Shareholders' Meeting or on the overall details of the list of attendees which had previously been read out, so that this can be recorded in the Minutes of the Meeting.

#### **Article 17.- Use of the floor.**

17.1. Any shareholders who wish to participate in the Meeting and, where appropriate, request information or explanations regarding the points of the Agenda or wish to put forward proposals, shall identify themselves to, either the Notary or to the Presiding Committee of the General Shareholders' Meeting, stating their name and surname, the number of shares they hold and the shares they represent. If they want their speech to be included literally in the Minutes of the General Shareholders' Meeting, they shall provide them in writing, at that time, to the Notary, or the Committee, in order to proceed to its verification when the shareholder is taking the floor. If that wish is not expressed, the Secretary or, where appropriate, the Notary shall record their statements in the Minutes of the Meetings as required by current legislation.

17.2. Once the Presiding Committee of the General Shareholders' Meeting has the list of shareholders wishing to speak, and after the presentation of the relevant reports given by the Chairman of the Meeting, or by the persons that he may designate for the purpose, and, in any case, before voting take place on the matters included on the Agenda, the Chairman shall grant the floor to the shareholders. The Shareholders shall speak in the order in which they are called upon to do so by the Presiding Table of the General Shareholders' Meeting, after the Chairman has established the turns for speaking.

17.3. Given the circumstances described, the Chairman of the Meeting shall establish the time initially allocated to each speaker, which will be the same for all shareholders, without prejudice to the Chair's power to restrict or extend said time. He may also:

- Organise the shareholders' participation in their use of the floor.
- Request the speakers to clarify those questions that have not been understood or not sufficiently explained during their turn for speaking.
- Moderate the speeches of the shareholders, urging them to stick to the items on the Agenda and to act with suitable decorum in their participation, reprimanding shareholders when their participation is manifestly obstructionist or aimed at hindering the normal progress of the General Shareholders' Meeting, if he considers it necessary.
- He may inform the speakers that their time for speaking is coming to an end, and that they have consumed the time allowed for speaking, or, if they persist with their incorrect behaviour, he may withdraw their right to the floor.
- Decide whether the reply to the shareholders who speak is to be made individually or separately to each one immediately after each one has spoken, or whether collectively after all of them have spoken.
- Announce the result of the voting.
- Resolve any issues that may arise during the General Shareholders' Meeting regarding the application of the rules established in these Regulations.

#### **Article 18.- Information to be provided to the Shareholders during the General Shareholder's Meeting**

18.1. During the General Shareholder's Meeting, shareholders, may verbally request any information or clarification they deem pertinent concerning the items contained on the Agenda, documents that have previously been made available to them, or about information that is publicly available and which the Company has furnished to the National Securities Market Commission (CNMV) since the date of the last General Shareholders' Meeting was held, and about the auditor's report.

18.2. The Board of Directors shall be obliged to provide the information requested, except in the circumstances described in Article 10.6 of these Regulations. Where, owing to the nature of the information requested, or because it is not available at the time the Meeting is being held, it is not possible to satisfy the shareholders' right at this time, the information shall be provided in writing within seven days after the holding of the General Shareholders' Meeting, to which end, the shareholder shall indicate the address where the information is to be sent.

18.3. The information or explanation requested will be provided by the Chairman or the Secretary, a Director or by anyone designated by the Chairman, including any employee or expert on the matter who is present, in accordance with these Regulations.

18.4. Notwithstanding the possibility of submitting proposed resolutions before holding the Meeting in the terms provided for by law, the shareholders, during their turn for speaking, may submit proposed resolutions to the General Shareholders' Meeting on any point on the Agenda that is not required by law to be made available to the shareholders at the time of sending the formal notice and on matters in relation to which the Meeting may debate and vote without them being included on the Agenda.

## Article 19.- Voting

19.1. After the debates, the voting shall take place. The voting shall follow any procedure that, in the opinion of the Chairman of the Meeting, enable to clearly define the number of voters and the votes cast.

19.2. Those matters which are substantially independent will be the subject of a separate vote, so that, shareholders can express their preferences in each case.

In any case, even if they might be included in the same point of the Agenda, the following issues must be voted separately (i) the appointment, ratification, re-election or the separation of each director; (ii) regarding the amendment of Articles of Association, the modification for each separate article or group of articles which are essentially independent; and (iii) any issues to which this provision applies pursuant to the Articles of Association of the Company.

19.3. Notwithstanding the above, in general, shareholders entitled to attend, may cast their votes on proposals related to points included on the Agenda for any type of General Meeting through the following means of remote communication:

- a) By postal mail, shall be send to the Company with the attendance card obtained from the Company, duly signed and filled out for the purpose.
- b) By other distance electronic communication means, providing that, the electronic document used for exercising the right to vote includes an electronic signature recognised as used by the applicant, or another type of electronic signature considered suitable by the Board -in prior resolution adopted for such purpose-, due to ensure the authenticity and the identity of the shareholders who exercise their rights to vote.

19.4. Votes cast -using the systems mentioned in the preceding paragraph- shall not be valid, and shall not be taking into consideration for adopting company resolutions unless are not received by the Company at least five days prior to the time at which the General Shareholders' Meeting is scheduled on first call. The Board of Directors shall indicate in the announcement of the call, the deadline for receiving remote votes, and may extend that deadline for any votes which were cast before the expiry of that period but received subsequently.

19.5. Shareholders who cast their vote remotely under the terms indicated in this article shall be deemed as present for the purposes of the constitution of the Meeting in question. Consequently, any proxies issued previously, shall be deemed revoked and those proxies granted later, shall be considered as not produced.

A vote cast remotely as referred to in this Article may only be rendered ineffective:

- By subsequent and express revocation made using the same means used for casting it, and within the deadline established for the purpose
- By the attendance to the meeting of the shareholder that cast it, either in person or through the means of remote communication referred to in the Articles of Association and these Regulations.
- By having sold the shares whose ownership grants the right to vote, and of which the Company has been made aware at least five days before the date set for holding the Meeting.

- 19.6. The inclusion of distance voters in the list of attendants shall be made integrating the electronic means -where they are recorded- with the one containing the rest of the list. If the list is created using a file of attendance cards, their inclusion, shall be produced by generating a printed document containing the same information as stated on the card, for each one of the shareholders that voted using electronic or telematic means, regardless of conserving the vote received through long-lasting electronic means
- 19.7. Unless otherwise provided by applicable legislation or the Articles of Association, resolutions shall be adopted by simple majority of the share capital present or represented at the Meeting, understanding that, an agreement, is adopted when it obtains more votes in favour than against of the capital present or represented.
- 19.8. For the adoption of resolutions referred to in Article 16.3 of these Regulations, if the capital present or represented exceeds fifty per cent (50), it shall suffice if the agreement is adopted by absolute majority. However, a favourable vote of two thirds of the capital present or represented, when on second call, the shareholders representing twenty five per cent (25), or more, of the subscribed capital with voting rights concur without reaching fifty per cent.
- 19.9. Entities empowered as shareholders by virtue of the accounting record of shares, but who act on behalf of a variety of people may, in any case, split their vote and exercise it separately in accordance with the instructions of the different votes, if so indicated.
- 19.10. The intermediaries referred in the previous sub-section may delegate the vote to each of the indirect holders, or to others designated by the latter, without any possibility of limiting the number of delegations made.
- 19.11. Each share carries the right to one vote.
- 19.12. The following system shall be followed to count the votes for adopting resolutions:
- a) For proposed resolutions relating to issues included on the Agenda, votes in favour of the proposal submitted to a vote, will be considered to be those that, corresponding to all shares present at the Meeting -whether present or represented- less the votes corresponding to the shares whose holders or representatives communicate to the Secretary, in writing or in person, that they intend to vote against, in blank, or abstain.
  - b) For proposed resolutions relating to issues not included on the Agenda, votes against the proposal submitted to a vote will be considered to be those that correspond to all shares present at the Meeting -whether present or represented-, less the votes corresponding to the shares whose holders or representatives communicate to the Secretary, in writing or in person, that they intend to vote in favour, in blank, or abstain.
  - c) For the purposes established in the two previous letters, it shall be deemed that shares with voting rights at the meeting are those appearing on the attendance roll, less those, whose holders or representatives, having left the meeting before the voting, had informed the Secretary of this circumstance. For that purpose, such shares shall be deemed to have abstained from the voting.
  - d) In any event, once a proposed resolution has been adopted, all others relating

to the same matter and which are incompatible with it, shall be withdrawn and therefore, not be put to the vote.

- e) Electronic voting systems that might have been used should enable to fully confirm the identity and status of shareholder or representative of the voter, the number of shares voted, as well as the meaning of the vote or, where appropriate, of the abstention.

Regardless of the system used for counting votes, the voting process shall conclude with the Chairman announcing the outcome, stating the number of shares for which the valid votes were cast, the proportion of share capital represented by those votes, the total number of valid votes, the number of votes for and against each resolution and, where appropriate, the number of abstentions, notwithstanding any remarks that the shareholders present may make to the Notary or the Presiding Table of the General Meeting regarding how they have voted.

The provisions of this Article shall be understood without prejudice to the specific legislation that requires a favourable vote from all or one class of shareholders for certain resolutions to be valid, or prevents them from being adopted by the opposition of shareholders representing a specific percentage of the capital.

#### **Article 20.- Closure of the General Meeting**

- 20.1. The Chairman will declare the closure of the session.
- 20.2. Nevertheless, following a proposal from the Board of Directors, or from the shareholders representing at least one fourth of the capital present or represented at the meeting, the attendees may decide to extend its sessions for one or more consecutive days.
- 20.3. Regardless of the number of sessions in which the Shareholder's Meeting is held, it shall be considered a single meeting and, a single set of minutes, shall be drawn up for all sessions. Therefore, for the successive sessions, it shall not be necessary to repeat the compliance with the requirements provided for by law, or in the Articles of Association or in these Regulations, to be validly held and conducted.
- 20.4. The Chairman of the Meeting -after consulting with the Presiding Table of the General Meeting-, may adopt the measures he deems necessary to guarantee the safety of the attendees, including a temporary adjournment of the Meeting if any circumstances arise that substantially upset the proper order of the meeting or impede or hinder its normal progress. If, after the meeting is resumed, the situation which gave rise to the adjournment persists, the Chairman may -after consulting the Presiding Table of the Shareholders' Meeting-, order an extension for the following day, in accordance with the provisions of the previous paragraph. If an extension is not possible due to, for example, the premises not being available, the Chairman may decide to submit the proposed resolutions on the Agenda to the approval of the Meeting, providing that the following requisites are met:
  - a) That all the shareholders have been able to exercise their right to information since the call of the Meeting was announced and that the Company had provided the information and documentation for exercising it in accordance with for by law, the Articles of Association and these Regulations.
  - b) That the approval of all or some of the proposals regarding matters included on the Agenda -without the need to call a new meeting-, are particularly important for company interests, or that irreparable harm to the Company's interest may be produced if the Meeting is definitively adjourned.

- c) That it can be reasonably assumed that, the disturbance or incident that caused the adjournment of the Meeting would be repeated once the session is resumed.

In this scenario, the shareholders may request through the Secretary or, where appropriate, the Notary, or directly at the registered address of the Company, any information they consider pertinent on the matters included on the Agenda, and the Company must attend immediately to such requests.

#### **Article 21.- Minutes of the General Shareholder's Meeting**

- 21.1. The Minutes of the General Shareholder's Meeting shall be prepared by the Secretary, which shall record at least, the resolutions adopted by the shareholders and all the requisites and circumstances required by law. The minutes may be approved by the Meeting itself at the end of the session, or failing this, within fifteen (15) days, by the Chairman of the General Shareholders' Meeting and two tellers, one representing the majority and the other the minority.
- 21.2. The Minutes approved in either way shall be enforceable as from the date on which they are approved.
- 21.3. The Minutes shall be signed by the Chairman and the Secretary of the Board of Directors or those standing in for them, and shall record whether the General Shareholders' Meetings are considered to be lawfully constituted and whether there were any complaints or protests in this respect.
- 21.4. Certificates of the Minutes will be issued, and the resolutions will be converted into a public deed, by the persons legitimately authorised to do so under the Articles of Association and Company Registry Regulations.
- 21.5. The Board of Directors may request the presence of a Notary to draw up the Minutes of the General Shareholders' Meeting and this shall be compulsory whenever this is requested by shareholders representing, at least, one (1) per cent of the share capital with five days prior to the date set for holding the General Shareholder's Meeting. The Minutes drawn up by the Notary, which shall be considered as Minutes of the Meeting, shall not need to be approved or signed by the Chairman and Secretary of the Meeting, and must be transcribed into the Minutes Book of the Company. The Notary shall be advised that, the Minutes authorised by him, will be uploaded to the corporate web site of the Company.

#### **Article 22.- Publication of resolutions**

- 22.1. Regardless of the legal or regulatory requirements to publicly disclose the resolutions, shareholders may be informed of the resolutions adopted by the General Shareholder's Meeting on the corporate website, where the full text will be published within the five days following the close of the Meeting.
- 22.2. If appropriate, recordable resolutions shall be filed for registration with the Companies Registry and published in the Official Gazette of that Registry in accordance with applicable legislation.
- 22.3. The Company shall report the resolutions adopted at the General Shareholder's Meeting to the National Securities Market Commission and also to all the appropriate Supervisory Authorities for the Secondary Markets on which its shares are listed, either literally or by a summary of their content, in the shortest possible time

following the conclusion of the General Shareholders' Meeting.

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Consolidated version approved in the Annual General Shareholders' Meeting held on  
22nd June

2015.