



ORDINARY GENERAL SHAREHOLDER'S MEETING 2016

Calling the Ordinary General Shareholder's Meeting

In accordance with the legal and statutory regulations in force, the Board of Directors of TALGO, S.A. (the "Company"), has resolved to convene an Ordinary General Shareholders' Meeting at Paseo del Tren Talgo, 2, 28290 Las Matas, Madrid, at 16:00 pm on 3 May 2016, at the first call, and, if the necessary quorum is not reached, in the same place and at the same time on the following day, 4 May 2016, at the second call. It is worth noting that in all likelihood, the Ordinary General Shareholders' Meeting will be held at the first call, on the day and in the place indicated above. The shareholder registration desks will be open two hours before the start of the meeting.

Meeting Agenda

1.- Approval of the Company's individual and consolidated financial statements with its subsidiary companies, corresponding to the financial year ending 31 December 2015.

2.- Approval of the Company's individual and consolidated management reports with its subsidiary companies, corresponding to the financial year ending 31 December 2015.

3.- Approval of the management and performance of the Board of Directors during the financial year ending 31 December 2015.

4.- Re-election of DELOITTE as the Auditors of the Company and consolidated Group financial statements for a period of three (3) years, in other words, for the financial years 2016, 2017 and 2018.

5.- Approval of the proposed application of the result corresponding to financial year 2015.

6.- Ratification of the appointment and re-election of Mr Juan José Nárdiz Amurrio as a Director of the Company, in the category of External Independent Director.

7.- Delegation of powers to formalise and execute all of the agreements adopted by the General Shareholders' Meeting, for their public notarisation and for their interpretation, correction, supplementation, development and registration.

8.- Consultative vote on the Annual Directors' Remuneration Report for the financial year 2015.

9.- Approval, where applicable, of the remuneration for the members of the Board of Directors for the financial year 2016.

Right to Attend

According to the Corporate Bylaws and the Rules of the General Shareholders' Meeting, all holders of shares with the right to vote, who have registered their shares in the corresponding register of book entries by no later than 28 or 29 April 2016, depending on whether the



General Shareholders' Meeting is held at the first or second call, respectively, may attend and participate in the General Shareholders' Meeting, with the right to voice and vote.

Each shareholder entitled to attend the General Shareholders' Meeting shall be provided with a personal attendance, proxy voting and remote voting card, which will specify the number of shares that he holds, as well as the corresponding votes.

Right to Proxy Vote and Remote Vote

Each shareholder entitled to attend the General Shareholders' Meeting may be represented by another person, even if that person is not himself a shareholder.

Any shareholder entitled to attend may grant a proxy vote or cast his vote remotely in writing, regarding the proposals made in relation to the items on the Meeting Agenda, by delivering his duly completed attendance, proxy voting and remote voting card to the Company's offices, by sending it to the Company by ordinary post to the address: Paseo del Tren Talgo, 2, 28290 Las Matas, Madrid or by the electronic means made available through the software applicable on the corporate website (www.talgo.com).

Proxies and votes cast remotely by ordinary post or by electronic means must be received by the Company, as a general rule, before 24:00 hours on 2 or 3 May 2016, depending on whether the General Shareholders' Meeting is held at the first or second call, respectively.

Shareholders have until 28 April 2016, inclusive, to request in writing the information or clarifications that they deem necessary, and to ask the questions in writing that they deem relevant regarding items on the Meeting Agenda or regarding the auditor's reports about the financial statements and management reports of the individual Company or its Group and subsidiary companies, relating to the financial year ending 31 December 2015.

Available Documentation

From the date of publication of this meeting notice, shareholders shall have uninterrupted access to the documentation and information detailed below, through the corporate website (www.talgo.com):

- (1) This meeting notice.
- (2) The attendance, proxy voting and remote voting card.
- (3) The full text of the proposed resolutions corresponding to the items on the Meeting Agenda, together with the respective reports legally required from the Board of Directors or that, otherwise, are considered appropriate, including those relating to proposals for the ratification and/or re-election of the Director to be submitted to the General Shareholders' Meeting, which should contain the candidate's professional and biographical profile.
- (4) The individual Financial Statements of the Company and the consolidated Financial Statements of its Group and subsidiary companies for the financial year 2015, together with their respective audit reports.
- (5) The management reports for the individual Company and its consolidated Group and subsidiary companies for the financial year 2015.



- (6) A statement of responsibility from the Directors, as provided for in Article 124 of the Securities Market Law, which, together with documents indicated in the previous two points, constitutes the annual financial report for the year 2015.
- (7) The Annual Corporate Governance Report for the year 2015.
- (8) The Annual Report on the Directors' remuneration for the year 2015.
- (9) The annual report about the activities performed by the consultative committees of the Board of Directors during the year 2015.
- (10) Information relating to the total number of shares and voting rights as at the date of publication of this meeting notice.
- (11) The total number of shares and voting rights as at the date of the call.
- (12) The rules of access and operation of the Shareholders' Electronic Forum.

In addition, the shareholders are entitled to examine at the registered office, and request the delivery or free copy of the Financial Statements and management reports of the individual Company and of its Group and subsidiary companies, together with their respective audit reports, for the year 2015, as well as the proposed resolutions and mandatory Directors' report, and any other documents that must necessarily be made available to them on the occasion of the celebration of this General Shareholders' Meeting.

Addendum to the Meeting Notice and Right to Information

During the next 5 days after the date of publication of this meeting notice, inclusive, any shareholders who represent, at least, 3% of the share capital may: (i) request that an addendum be published to the meeting notice for the General Shareholders' Meeting, including one or more additional items on the Agenda, provided that those new items are accompanied by a justification or, where applicable, a justified proposed resolution, as well as; (ii) submit well-founded proposals for resolutions about matters already included or that should be included on the Meeting Agenda. The exercise of these rights must be instrumented by duly authenticated notice, which must be received at the Company's registered office.

The exercise of rights to information, attendance, proxies, remote voting, requests to publish an addendum to the meeting notice, as well as to present well-founded proposals for resolutions, shall be made in accordance with the provisions of the Law and the Rules of the General Shareholders' Meeting, which are available on the Company's website (www.talgo.com).

The Shareholders' Electronic Forum

From the date of publication of the meeting notice, the Shareholders' Electronic Forum shall be activated on the Company's website www.talgo.com, with the aim of facilitating communication between the Company's shareholders prior to the celebration of the General Shareholders' Meeting. The rules of access and operation shall be published on the Company's website.

Public Notary Involvement

The Board of Directors has agreed to request the presence of a notary to take the minutes of the General Shareholders' Meeting.



Data protection

To facilitate its monitoring and appropriate dissemination, the progress of all or part of the General Shareholders' Meeting may be subject to recording and audio-visual retransmission and made available to the public through the Company's corporate website (www.talgo.com). By attending the venue at which the General Shareholders' Meeting will be held, the attendee consents to the capture and reproduction of images of his person and to the processing of his personal data through those means.

The personal data that shareholders provide to the Company (in order to exercise or delegate their rights to information, attendance, representation and vote) or that is provided by both credit entities and investment service companies in which those shareholders have deposited or stored their shares for safekeeping, as well as by entities that, in accordance with the Law, have to keep the records of shares represented by register of book entries, shall be processed by the Company for the purpose of managing the shareholder relationship (including, but not limited to, convening and celebrating the Shareholders' Day and the General Shareholders' Meeting and their dissemination). For these purposes, data shall be included in files for which the Company shall be responsible. This data shall be provided to the notary exclusively for the purposes of preparing the notarised minutes of the General Shareholders' Meeting.

The owner of the data shall have the right to access, rectify, oppose or cancel the data collected by the Company. These rights may be exercised under the provisions of the Law, by writing a letter to this effect to TALGO, S.A. (address: Paseo del Tren Talgo, 2, 28290, Las Matas, Madrid).

In the event that a shareholder includes personal data about other individuals on his attendance, proxy voting and remote voting card, then that shareholder must inform those individuals about the details set forth in the preceding paragraphs and must comply with any other requirements that may be applicable for the rightful provision of personal data to the Company, without the Company itself having to take any additional action.

Madrid, April 1st, 2016. – The Secretary to the Board of Directors.