



#### **ITEM NUMBER ONE ON THE AGENDA**

##### **Approval of the Company's individual and consolidated financial statements with its subsidiary companies, corresponding to the financial year ending 31 December 2017.**

Approve the individual annual accounts of TALGO, S.A. (balance sheet, income statement, statement of changes in equity, cash flow statement and accompanying notes) and the consolidated annual accounts of the group (consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated cash flow statement and consolidated accompanying notes), corresponding to the financial year ended 31 December 2017, which were formulated by the Board of Directors at their meeting on 22 February 2018.

#### **ITEM NUMBER TWO ON THE AGENDA**

##### **Approval of the Company's individual and consolidated management reports with its subsidiary companies, corresponding to the financial year ending 31 December 2017.**

Approve the Directors' Report -which includes the Annual Corporate Governance Report in a separate section- for the individual company TALGO, S.A., as well as for the consolidated group including its subsidiary companies, for the financial year ended 31 December 2017, which were formulated by the Board of Directors at their meeting on 22 February 2018.

#### **ITEM NUMBER THREE ON THE AGENDA**

##### **Approval of the management activities and performances of the Board of Directors during the year 2017.**

Approve the corporate management and other actions carried out by the Board of Directors of TALGO, S.A. during the financial year ended 31 December 2017.

#### **ITEM NUMBER FOUR ON THE AGENDA**

##### **Approval of the proposed application of the result corresponding to the financial year 2017.**

Approve the proposal for the application of the result -losses of €1,541,000- formulated by the Board of Directors at their meeting on 22 February 2018, which is: results from previous years.

#### **ITEM NUMBER FIVE ON THE AGENDA**

##### **Consultative vote regarding the Annual report on the Directors' remuneration for the year 2017.**

Approve, in a consultative capacity, the Annual report on the Directors' remuneration for the year 2017, the full text of which was made available together with the other documentation



relating to the General Shareholders' Meeting, from the date that the corresponding meeting notice was published.

**ITEM NUMBER SIX ON THE AGENDA**

**Approval, where appropriate, of the remuneration for the members of the Board of Directors for the year 2018.**

Approve the resolution to maintain the criteria for determining the Directors' remuneration and the amount thereof during the year 2018.

**ITEM NUMBER SEVEN ON THE AGENDA**

**Approval for the Board of Directors to acquire own shares**

To expressly authorise the Board of Directors, with express power of substitution, pursuant to the provisions of section 146 of the *Companies Act*, for the derivative acquisition of shares of TALGO, S.A. (the "Company") under the following conditions:

- (a) The acquisitions may be made directly by the Company or indirectly through its subsidiaries upon the same terms as those provided for this resolution.
- (b) The acquisitions shall be made through purchase/sale, swap or any other transaction allowed by law.
- (c) The acquisitions may be made from time to time up to the maximum amount allowed by law.
- (d) The acquisitions may not be made at a price above the market price or below the par value of the shares.
- (e) This authorisation is granted for a period of five years from the adoption of this resolution.
- (f) As a result of the acquisition of shares, including those that the Company or person acting in their own name but on behalf of the Company has previously acquired and holds in treasury, the resulting shareholders' equity may not be reduced below the amount of share capital plus legal or by law-mandated restricted reserves, all pursuant to the provisions of letter b) of section 146.1 of the *Companies Act*.

It is expressly stated for the records that the shares acquired as a result of this authorisation may be used for the sale or retirement as well as for application of the remuneration systems contemplated in the third paragraph of letter a) of section 146.1 of the *Companies Act*, and also to the development of programmes fostering participation in the capital of the Company, including dividend reinvestments plans, loyalty bond or other similar instruments.

This resolution revokes and deprives of effect, to the extent of the unused amount, the authorisation for the derivative acquisition of own shares given to the Board of Directors by the shareholders at the General Shareholders' Meeting held on 28 March 2015.

**ITEM NUMBER EIGHT ON THE AGENDA**



**Delegation of the powers for the formalization and execution of all of the resolutions adopted by the General Shareholders' Meeting, for conversion thereof into a public instrument and for their interpretation, correction, completion, development and registration.**

Authorize the Board of Directors, the Chairman or the CEO, and the Secretary to the Board of Directors, jointly and severally, so that any of them can execute the resolutions adopted by this General Shareholders' Meeting, with the fullest powers necessary, and to this end allowing them to:

- (a) Develop, clarify, specify, interpret, complete and correct the resolutions adopted.
- (b) Undertake as many legal acts or deals as necessary or appropriate in order to execute the agreements, grants as many public or private documents as necessary for their full effectiveness, and correct as many omissions, defects or errors, in substance or in form, that impede their admission into the Commercial Register.
- (c) Determine all of the other circumstances that are required, adopting and executing the necessary agreements, publishing the announcements and providing the guarantees that are pertinent for the purposes established by law, as well as formalizing the necessary documents and fulfilling as many procedures as appropriate, proceeding to fulfill as many requirements as necessary in accordance with the law, for the fullest execution of the resolutions agreed by this General Shareholders' Meeting.