



TALGO, S.A.

RULES OF THE GENERAL SHAREHOLDERS' MEETING

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PRELIMINARY TITLE

Article 1.- Aim and purpose

The purpose of the *Rules of the General Shareholders' Meeting* (the “**Rules**”) of *TALGO S.A.* (the “**Company**”) is to establish the basic guidelines for the announcement, preparation and celebration of the General Shareholders' Meeting of the Company, in accordance with the provisions of the applicable commercial legislation, the Corporate Bylaws of the Company (the “**Corporate Bylaws**”), the Unified Code of Good Corporate Governance and the good governance recommendations generally recognized in international markets.

The objectives of these Rules are:

- (i) To ensure and guarantee the equal treatment of all of the shareholders, who are identical in conditions, in relation to the information, participation and exercise of their right to vote in General Shareholders' Meetings; and
- (ii) To facilitate the effective participation of the shareholders in meetings so that they may contribute to the transparent and informed articulation of corporate decisions, paying special attention to the exercise of the rights that, to that end, correspond to them, which shall be exercised, in all cases, with good faith and transparently in the corporate interest of the Company.

Article 2.- Scope of application and duration

1. These Rules shall enter into force on the date that the shares of the Company are admitted for official trading on the Spanish stock exchange.
2. The Rules are established for an indefinite period and shall apply to General Shareholders' Meetings convened after the date they enter into force, notwithstanding the legal and statutory rights of the shareholders recognized by law.
3. Identical rules shall be applicable to any amendments of the Rules that is the General Shareholders' Meeting agrees subsequently.

Article 3.- Publication

1. These Rules and their amendments shall be communicated to Spain's National Securities Market Commission and entered into the Commercial Registry, in accordance with the applicable legislation.
2. The current text of the Rules will be made available on the corporate website of the Company and on the website of Spain's National Securities Market Commission.

Article 4.- Interpretation

1. These Rules shall be interpreted in accordance with the law, the Corporate Bylaws, the Code of Good Governance for Listed Companies and the good governance

recommendations generally recognized in international markets, all in the framework of the corporate interest.

2. Any questions that arise regarding their interpretation shall be discussed and interpreted by the Board of Directors, which shall, where appropriate, propose the amendments that it deems pertinent to the General Shareholders' Meeting. Questions that arise regarding their application and interpretation during the course of a General Shareholders' Meeting shall be resolved by the Chairman of the meeting.

Article 5.- Amendments

The initiative to propose amendments to the Rules shall lie with the Board of Directors and with the shareholders, who individually or jointly hold a stake in the share capital of the Company that is equal to or exceeds the minimum percentage required by the governing legislation to submit new proposals, in accordance with a General Shareholders' Meeting.

TITLE I NATURE, TYPES AND POWERS OF THE GENERAL SHAREHOLDERS' MEETING

Article 6.- Nature of General Shareholders' Meetings

1. The General Shareholders' Meeting of *Talgo, SA*, is the sovereign body of the Company, in which all of the duly convened shareholders meet to discuss and decide, by the majorities required in each case, about matters that fall within their remit, or to be informed about any other matters that the Board of Directors deems appropriate.
2. Its decisions bind all of the shareholders, including any that are absent, dissenting, abstain from voting and any that lack voting rights, notwithstanding the rights of appeal to which they may be entitled.

Article 7.- Types of General Shareholders' Meetings

1. General Shareholders' Meetings may be Ordinary or Extraordinary.
2. An Ordinary General Meeting, previously convened for such purpose, shall necessarily be held within the first six (6) months of each financial year, to ratify the management of the company, approve the accounts for the financial year, where appropriate and, to decide upon the allocation of profits or losses . It may also adopt resolutions about any other matters within its remit, provided that they appear on the meeting Agenda or proceed legally and the General Shareholders' Meeting has been constituted with the presence of the required share capital.
3. An Ordinary General Meeting shall be valid even if it is convened or held out of term.

4. Any General Shareholders' Meeting not covered by the preceding paragraphs shall be considered as an Extraordinary Meeting.

Article 8.- Responsibilities of General Shareholders' Meetings

1. The General Shareholders' Meeting of *Talgo S.A.* shall resolve regarding matters assigned to it by the law, the Corporate Bylaws and by these Rules, regarding the following matters, in particular:
 - (i) Approval of the annual accounts, the allocation of profits or losses and approval of the corporate management.
 - (ii) The appointment and removal of directors and liquidators, as well as the exercise of corporate liability action against any of them.
 - (iii) The appointment and removal of the auditors of the Company's accounts.
 - (iv) Amendments to the Corporate Bylaws.
 - (v) Any increase or reduction in share capital, as well as the delegation of the authority to increase share capital to the Board of Directors, in which case, it may also attribute it the authority to exclude or limit pre-emptive rights, under the terms established by the law.
 - (vi) The suppression or limitation of pre-emptive rights.
 - (vii) Any acquisition, disposal or contribution of core assets to another company. An asset is regarded as being core when the transaction value exceeds twenty-five per cent (25%) of the value of the assets on the most recently approved balance sheet.
 - (viii) Any transfer of core activities performed by the Company to other subsidiary companies, even if the Company retains full control over them. An activity is regarded as being core when its transfer involves operating assets whose value exceeds twenty-five per cent (25%) of the value of the assets on the most recently approved balance sheet.
 - (ix) Any transformation, merger, spin-off or global asset and liability transfer or the overseas transfer of the registered office.
 - (x) Company dissolution.
 - (xi) Approval of the final liquidation balance sheet.
 - (xii) Approval of transactions whose effect is equivalent to the liquidation of the Company.
 - (xiii) The remuneration policy for the directors under the terms established by the law.

- (xiv) The issue of bonds and other tradable securities; and the delegation to the Board of Directors of the authority for their issue, as well as for the exclusion of pre-emptive rights, within the framework of such issues. In the case of delegation to the Board of Directors of the authority to issue debt, the General Shareholders may, where appropriate, also assign it the authority to exclude pre-emptive rights, under the terms established by the law.
 - (xv) The authorization to acquire own shares.
 - (xvi) The approval and amendment of these Rules.
 - (xvii) Any other matters, where appropriate, as determined by the law, the Corporate Bylaws or these Rules.
2. The General Shareholders' Meeting shall also resolve regarding any other matters referred to it for resolution by the Board of Directors or by the shareholders in the cases provided for by the law, or which fall under its remit according to the law, the Corporate Bylaws and these Rules.
 3. The General Shareholders' Meeting may also resolve, in an advisory vote, regarding the Directors' annual remuneration report and about any other reports or proposals presented by the Board of Directors, as well as be informed about any other issues.

Article 9.- Intervention by the General Shareholders' Meeting in matters involving the management of the Company

The General Shareholders' Meeting of *Talgo S.A.* may instruct the Board of Directors, or subject to its authorization the adoption of resolutions by the Board of Directors regarding certain matters relating to the management of the Company, in accordance with the provisions of the law, the Corporate Bylaws and these Rules and notwithstanding the limitations against third parties established by the Corporate Enterprises Act.

**TITLE II
CONVENING GENERAL SHAREHOLDERS' MEETINGS**

Article 10.- Convening General Shareholders' Meetings

1. General Shareholders' Meetings shall be formally convened by the Board of Directors of the Company or, where appropriate, by the liquidators, through the publication of an announcement with the form, content and notice period required by the law, the Corporate Bylaws and these Rules of the General Shareholders' Meeting, notwithstanding the provisions of the governing legislation with respect to universal General Shareholders' Meetings and the legal announcement of General Shareholders' Meetings.
2. The Board of Directors must necessarily convene a General Shareholders' Meeting in the following cases:

- (i) When it considers it appropriate for the corporate interest.
- (ii) In the event provided for in article 7.2 above.
- (iii) If so requested, in the manner provided for by the law, by the shareholders that hold or represent, at least, three per cent (3%) of the share capital; the matters to be addressed must be specified in the request.

In this case, the Board of Directors shall convene the General Shareholders' Meeting to be held within the legally established period. The Board of Directors shall prepare the meeting Agenda, which must necessarily include the matters that formed the subject of the request.

3. The exercise of the shareholders' rights referred to in paragraph (iii) above must be made through due notification sent to the Company's registered office.
4. If a General Shareholders' Meeting is not convened within the legally or statutorily established periods, it may be convened, at the request of any of the shareholders, by the mercantile judge of the registered office and following a hearing with the Board of Directors.
5. The General Shareholders' Meeting may not discuss or decide matters that are not included in the meeting Agenda, unless otherwise provided for by the law.
6. The Board of Directors may require the presence of a Notary Public at the General Shareholders' Meeting to record the minutes of the meeting. In any case, it must require the presence of a Notary Public when the circumstances prescribed by law arise.

Article 11.- Publishing the announcement of a General Shareholders' Meeting

1. The announcement shall be published using the following means, at least:
 - (i) In the Official Gazette of the Commercial Registry or in one of the newspapers with the highest circulation in Spain.
 - (ii) The website of Spain's National Securities Market Commission.
 - (iii) The Company's website.
2. The announcement shall be published at least one (1) month in advance of the date set for the General Shareholders' Meeting, except in those cases in which the law establishes a different notice period.

Notwithstanding the above, when the Company offers its shareholders the effective possibility to vote by electronic means accessible to all, Extraordinary General Meetings may be convened with a minimum notice period of fifteen (15) days. Any reduction in the notice period shall require the express agreement of the Ordinary General Shareholders by, at least, two thirds of the subscribed capital with the right to vote; the validity of any such resolution shall not extend beyond the date of the

next meeting.

3. The announcement must contain all of the particulars required by law in each case and shall express:
 - (i) The date on which the shareholder must have registered the shares in his name to be able to participate and vote in the General Shareholders' Meeting; the place and manner in which the complete contents of the documents and proposed resolutions may be obtained; and the address of the Company's website on which the information will be made available.
 - (ii) Clear and accurate information regarding the procedure that shareholders must follow to participate, exercise their rights to information, attend and cast their votes at the General Shareholders' Meeting, including the following items, in particular:
 - a. The requirements and procedures to include items on the Agenda and to present proposed resolutions, as well as the exercise period. When it is stated on the Company's website that more detailed information can be obtained about such rights, the announcement may be restricted to indicating the exercise period.
 - b. The system for casting proxy votes, with particular mention of the forms that must be used to vote by proxy and the means that must be used so that the Company may accept a notification of the appointment of proxies by electronic means.
 - c. Where appropriate, the procedures established for casting votes remotely, either by mail or electronically.
4. The announcement shall state the date on which, if necessary, the General Shareholders' Meeting shall meet for a second call; a period of at least twenty-four (24) hours must elapse between the first and second meetings. To the extent possible, the shareholders shall be advised about the probability that the General Shareholders' Meeting will be held at the first or second call.
5. If the duly convened General Shareholders' Meeting, whatever its type, cannot be held on the first call, and the date of the second call is not specified in the announcement, then the second meeting must be announced, with the same Agenda and with the same publication requirements as the first call.

Article 12.- Shareholders' rights to supplement the Agenda and present new proposed resolutions

1. Shareholders that represent at least three per cent (3%) of the share capital may:
 - (i) Request that a supplement to the announcement of the Ordinary General Shareholders' Meeting be published, which shall include one or more items on the Agenda of the announcement, provided that the new items are

accompanied by a justification or, where appropriate, a justified proposed resolution. Under no circumstances may this right be exercised regarding the announcement of an Extraordinary General Shareholders' Meeting.

- (ii) Present proposals for resolutions on matters already included or that should be included on the Agenda of the convened General Shareholders' Meeting.

The Company shall ensure the publication of these proposed resolutions and any accompanying documentation, where appropriate, to the shareholders, in accordance with the provisions of the law, the Corporate Bylaws and these Rules of the General Shareholders' Meeting.

2. The exercise of this right shall be made by due notification, which must be received at the registered office within five (5) days of the publication of the announcement. The supplement must be published at least fifteen (15) days in advance of the date set for the General Shareholders' Meeting. Failure to publish the supplement during this period shall constitute grounds for objection by the General Shareholders' Meeting.

The notification document through which these rights are exercised shall specify the name or company name of the requesting shareholder or shareholders, and shall be accompanied by the appropriate documentation that evidences their status as shareholders, in order to compare this information with that provided by the Securities Recording, Clearing and Settlement Management Company (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. or Iberclear), as well as the contents of the items or proposals that are made and, where appropriate, the corresponding justification. In the event provided for in section (ii) above, the Board of Directors may require the shareholder to accompany the proposed resolution or resolutions with the report or reports justifying the proposals, whenever that is legally necessary.

3. When a shareholder has exercised his right to supplement the agenda or submit new proposals, in accordance with the provisions above, the Company:
 - Shall immediately publish those supplementary items or new proposals.
 - Shall publish a new model attendance card or form for proxy voting or remote voting, with the changes required so that the new items on the agenda and alternative proposed resolutions may be voted on, under the same terms as the resolutions made by the Board of Directors.
 - Submit all of those items and proposals to the vote and apply the same voting rules to them as those prepared by the Board of Directors.
 - Communicate the breakdown of the votes on the supplementary points and alternative proposals, following the General Shareholders' Meeting.

Article 13.- Right to information prior to General Shareholders' Meetings

1. The Company shall fulfill the information obligations legally established in favor of the shareholders through its corporate website, notwithstanding the possibility that it may use any other means for this purpose and without prejudice to the shareholders' rights to request information in written form, in accordance with the law.
2. From the date of the publication of the announcement of the General Shareholders' Meeting and until the fifth day before the date scheduled for the first meeting, inclusive, the shareholders may request in writing any information or explanations that them seem necessary, and may prepare in writing the questions that they deem relevant concerning the matters included in the Agenda. Moreover, during the same period and in the same way, the shareholders may request information and explanations or prepare questions in writing regarding any publicly available information provided by the Company to Spain's National Securities Market Commission, since the date the last General Shareholders' Meeting was held, as well as about the auditor's report.

All of these information requests can be made by delivering the request to the registered office or by sending it to the Company by mail or by other electronic or telematics means of communication to the address specified in the corresponding meeting announcement. All information requests will be accepted if the document by virtue of which the information is requested, includes the recognized electronic signature of the requester or other mechanisms that, through a resolution adopted in advance, the Board of Directors considers includes adequate guarantees to ensure the authenticity and identity of the shareholder who is exercising his right to information.

Regardless of the means used to issue an information request, the shareholder's request must include his name and surnames, evidencing the shares that he owns, so that this information may be compared against the list of shareholders and the number of shares in his name provided by the Securities Recording, Clearing and Settlement Management Company ('Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.' or Iberclear) for the General Shareholders' Meeting in question. The shareholder will be responsible for proving that he sent the request to the Company in the proper way and within the specified period.

The Board of Directors of *Talgo S.A.* shall be required to provide information requested in writing up until the day on which the General Shareholders' Meeting is held. Nevertheless, the directors shall not be required to respond to specific questions posed by shareholders when, prior to their receipt, the information requested is clearly and directly available to all shareholders on the Company's website in a question-answer format.

3. When the General Shareholders' Meeting has to address amendments to the Corporate Bylaws, the meeting announcement, in addition to detailing the information required by law in each case, must specify the right that extends to all

shareholders to inspect the full text of proposed amendment(s) and report thereon at the registered office, and to request the delivery or sending of those documents, free of charge.

4. From the date of the publication of the meeting announcement until the date the corresponding General Shareholders' Meeting is held, the Company's corporate website shall continuously publish all of the information that is deemed appropriate to facilitate the attendance of the shareholders to the General Shareholders' Meeting and for their participation in the meeting, including the following, at least:
 - (i) The meeting announcement.
 - (ii) The total number of shares and voting rights at the date the announcement is published, broken down by classes of shares, where appropriate.
 - (iii) The documents that will be presented to the General Shareholders' Meeting and, in particular, the Directors' report, auditor's report and any reports from independent experts.
 - (iv) The full text of the proposed resolutions for each and every one of the items on the Agenda or, for those items included merely for informative purposes, a report from the competent bodies explaining each one of those points. To the extent that they are received, proposed resolutions presented by shareholders will also be included.
 - (v) In the event of the appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each one belongs, as well as the relevant proposals and reports from the Board of Directors or the Nomination and Remuneration Committee. In the case of a legal entity, the information should specify the name of the individual who will be appointed to permanently exercise the functions of the role, together with a report from the Nomination and Remuneration Committee.
 - (vi) The forms that must be used for proxy votes and for remote voting, except when the Company sends them directly to each shareholder. In the event that they cannot be published on the website for technical reasons, the Company must indicate on the website, how paper forms may be obtained and must send them to every shareholder that requests them.
5. In all cases where the law so requires it, any supplementary information and documentation deemed compulsory shall be made available to the shareholders.
6. The Directors shall be obliged to provide the information requested in accordance with the preceding paragraphs regarding the format and within the timeframe provided for by the law, except in those cases in which, in the opinion of the Chairman, the publication of the information requested would harm the corporate interest.
7. The information or explanations requested will be provided by the Chairman of the

General Shareholders' Meeting or, where appropriate and at the instruction of the Chairman, by the Chairman of any of the committees of the Board of Directors, the Secretary of the General Shareholders' Meeting, a Director or, where appropriate, by any employee of the Company, the auditor or any other person designated by the Chairman of the General Shareholders' Meeting.

8. The Company shall make every effort to include a version of the information and key documents relating to the General Shareholders' Meeting in English on its corporate website, from the date the meeting announcement is published, to facilitate attendance and participation. In the event that such documents are included on the corporate website, and a discrepancy exists between the Spanish and English versions of these documents, then the Spanish version will prevail at all times.
9. When the meeting announcement is published, the Board of Directors shall assess the expediency of placing at the shareholders' disposal any additional information that may help improve their knowledge about the how to exercise their rights in relation to the General Shareholders' Meeting, and about matters to be dealt with during the meeting.
10. In the course of the announcement of each General Shareholders' Meeting, the Board of Directors may approve and place at the disposal of the shareholders a Shareholders' Guide, which standardizes, develops, adapts and expands on the provisions of the Corporate Bylaws and these Rules about holding General Shareholders' Meetings, as well as the shareholders' rights in this regard, under the framework of corporate interest, as well as, where appropriate, a model of the attendance card, proxy and absentee voting cards .
11. In accordance with the provisions of governing legislation, when a General Shareholders' Meeting is called, an Shareholders' Electronic Forum will be activated on the corporate website of the Company. The use of the Shareholders' Electronic Forum will comply with its legal purpose and with the guarantees and rules of operation established by the Company. Access to the forum shall be granted to shareholders and groups of shareholders that are duly entitled to receive it.

TITLE III RIGHT OF ATTENDANCE AND REPRESENTATION

Article 14.- Right of attendance and attendance bonuses.

1. All shareholders with voting rights may attend General Shareholders' Meetings and take part in discussions, with the right to voice and vote.
2. In order to exercise their right of attendance, shareholders must have shares registered in their name in the corresponding share register five (5) days in advance of the date on which the General Shareholders' Meeting will be held. This circumstance must be evidenced through the appropriate attendance card, proxy and absentee voting cards, validation certificate or any other valid means accepted

by the Company.

3. When the Company intends to pay attendance bonuses to the General Shareholders' Meeting, it will establish a general policy for such bonuses in advance.

Article 15.- Other attendees

1. The members of the Board of Directors of *Talgo S.A.* must attend the General Shareholders' Meeting. The absence of any of them shall not affect the valid constitution of the meeting.
2. Directors, technicians and other persons with an interest in the efficient running of the corporate affairs may be authorised to attend the meeting by the Chairman of the General Shareholders' Meeting, however the General Shareholders' Meeting may revoke that authorization.
3. The Chairman of the General Shareholders' Meeting may also facilitate meeting access to the press, financial analysts and any other persons he deems appropriate, however the General Shareholders' Meeting may revoke that authorization.

Article 16.- Right of representation

1. The shareholders may exercise their right of attendance in person or they may be represented at the General Shareholders' Meeting by another person, shareholder or not.
2. The representation must be conferred in writing or through postal or electronic correspondence and specifically for each General Shareholders' Meeting and in accordance with the provisions of these Rules and the Bylaws of the Company. The aforementioned restriction shall not apply when the representative is the spouse, ancestor or descendant of the represented person, or when the proxy holds a general power of attorney granted by a public document to administer the shareholder's assets within the national territory.
3. When representation is conferred by postal or electronic correspondence, it shall only be deemed valid if it is undertaken:
 - (i) By postal correspondence, sending the Company the attendance card, proxy and absentee voting cards, or any other means of verifying the proxy, as accepted by the Company.
 - (ii) By electronic correspondence, through a communication to the Company that specifies the representation conferred and the identity of the shareholder represented, issued with the recognized electronic signature of the shareholder or other type of guarantee that the Company deems suitable for ensuring the authenticity and identity of the shareholder conferring the proxy.

The proxy conferred by any of the aforementioned means of remote communication must be received by the Company no later than midnight (00:00) on the day immediately preceding the day on which the General Shareholders' Meeting will be held in the first or second call, as appropriate.

4. The Board of Directors is authorised to develop the aforementioned provisions and to establish the rules, means and procedures appropriate for the state of the art to implement the granting of proxies by electronic means, complying, in each case, with the standards laid down for that purpose.

In particular, the Board of Directors may: (i) regulate the use of guarantees other than the electronic signature for granting proxies by electronic correspondence; (ii) reduce the notice period established above for the receipt by the Company of proxies conferred by postal or electronic correspondence; and (iii) accept and authorize the Chairman and the Secretary of the General Shareholders' Meeting or any of the persons to whom they delegate, to accept proxies received after the aforementioned period, to the extent that the resources available allow it.

5. The Chairman and the Secretary of the Board of Directors, or, if they are different, the Chairman and the Secretary of the General Shareholders' Meeting following the constitution of it, and the persons to whom they delegate, shall enjoy the broadest powers to verify the identity of the shareholders and their proxies; check the ownership and legitimacy of their rights; and accept the validity of attendance cards, proxy and absentee voting cards or documents or other means to evidence attendance or representation.
6. The documents that record the delegations or representations for the General Shareholders' Meeting shall include instructions about how they should vote, on the understanding that if no express instructions are stated, then the proxy will vote in favor of the proposed resolutions prepared by the Board of Directors regarding the matters included on the Agenda.

If no voting instructions are specified because the General Shareholders' Meeting is going to resolve on matters that do not feature on the Agenda and that are, therefore, unknown on the date of delegation, but which may be put to the vote at the General Shareholders' Meeting, then the proxy must cast the vote in the manner that he deems most appropriate, considering the best interests of the Company.

7. If the representation or delegation document does not indicate a specific person to whom the shareholder grants his proxy, then it shall be understood to be conferred to the Chairman of the Board of Directors of the Company or to the person that he designates or to whoever replaces him as the Chairman of the General Shareholders' Meeting.
8. A proxy is always revocable. The attendance of a shareholder represented at the General Shareholders' Meeting, either in person or by having cast his vote remotely after the date he appointed the proxy, will be deemed to represent the revocation of the proxy granted.

9. Individual shareholders who do not have full capacity to act, and legal entity shareholders, shall be represented by duly accredited proxies, who shall exercise their representation, in accordance with the law.
10. A public request for proxies by the Board of Directors or by any of its members shall be governed by the provisions of the law and, where appropriate, by the corresponding resolution of the Board of Directors.
11. Prior to his appointment, a representative must provide the shareholder with full details in the event that a conflict of interest arises. If a conflict arises after the appointment and the represented shareholder has not been warned about its possible existence, then he must be informed about it immediately. In both cases, until he receives new, specific voting instructions for each one of the matters regarding which the proxy has a vote on behalf of the shareholder, then he should abstain from casting his vote, notwithstanding the provisions of the following paragraph.
12. Except where otherwise stated by the represented party, in the event that the proxy is involved in a conflict of interest situation and has not received specific voting instructions, it will be understood that the represented party has designated for that event, as proxies, united and successively, in the order indicated below in the event that any of them also found themselves, in turn, in a conflict of interest situation: the Chairman of the Board of Directors of the Company or whoever replaces him as the Chairman of the General Shareholders' Meeting or the person designated by the latter.

The Company shall publish on its website, on a permanent basis, the requirements and procedures that it accepts to prove share ownership, the right of attendance to a General Shareholders' Meeting and the exercise or delegation of voting rights.

Article 17.- Delegation of representation to intermediary entities

1. In the case in which an intermediary entity, management company or depository sends the Company an attendance card, proxy or absentee voting cards or credited means of a duly identified shareholder, with the signature, stamp and/or mechanical print of the entity, then it shall be understood, unless expressly indicated otherwise by the shareholder, that he has instructed the aforementioned entity to exercise his right of proxy or vote, as appropriate, in the sense indicated in the aforementioned card or credited means of proxy or vote. In the case of doubt over these instructions, it shall be understood that the shareholder delegates his proxy to the Chairman of the Board of Directors under the scope provided for in these Rules and that he grants precise instructions to vote in favor of the proposals made by the Board of Directors relating to the items on the Agenda.
2. The proxy or voting instructions of shareholders that act through intermediary entities, management companies or depositories may be received by the Company through any valid system or means of remote communication, signed by the shareholder or by the entity. Entities may group together the instructions received from shareholders and send them en bloc to the Company, indicating the meaning

of those instructions.

3. All of the above shall be understood notwithstanding the regulations applicable to the relationships between financial intermediaries and their clients for the purposes of exercising proxy rights in accordance with the provisions of the law.

Article 18.- Attendance cards and proxy and absentee voting cards

1. The Company may propose to the member entities of the Securities Recording, Clearing and Settlement Management Company ('Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.' or Iberclear) and to intermediary entities, management companies and depositories in general, the model for the attendance card, and proxy and absentee voting cards, as well as the format that the document to delegate proxy representation at the meeting in favor of another person must take, which may set out, in the case of the absence of specific instructions from the represented shareholder, the direction of the vote of the proxy regarding each one of the proposed resolutions made by the Board of Directors for each item on the meeting Agenda. The attendance card, or proxy and absentee voting cards may also set out the identity of the representative and the representative's substitute or substitutes in the case of a conflict of interest, in the absence of express appointment by the represented shareholder.
2. The Company shall ensure that the cards issued by these entities are uniform and include a barcode or other system to allow them to be read electronically or telematically to facilitate the computerized count of the attendants at the meeting.
3. For all other matters, the rules established by the Board of Directors shall apply for the development of proxies and remote voting referred to in this article.

**TITLE IV
INFRASTRUCTURE AND FACILITIES**

Article 19.- Venue

1. The General Shareholders' Meeting shall be held in the municipality in which the Company is domiciled.
2. If the venue is not specified, it shall be understood that the General Shareholders' Meeting has been convened to be held at the registered office of the Company.
3. Shareholders may attend the General Shareholders' Meeting by going to the place where the meeting will be held or, where appropriate, to other places that the Company has made available to them, as indicated in the meeting announcement, which shall be connected by whatever valid systems allow the recognition and identification of attendees, on-going communication between attendees, regardless of the place in which they meet, as well as their participation and voting, all in real time.

The main venue must be located in the municipality in which the Company is

domiciled, but this shall not be necessary for supplementary venues. The Presiding Panel of the General Shareholders' Meeting must meet at the primary venue.

Attendees at any of the venues shall be deemed as attendees of the same, unique meeting for the purposes of the General Shareholders' Meeting. The meeting shall be understood to be held wherever the main venue is located.

Article 20.- Infrastructure, facilities and services at the venue

1. The venue used to hold the General Shareholders' Meeting shall offer the personnel, technical equipment, safety, support and emergency measures commensurate with the characteristics and location of the building, as well as with the importance of the event. Similarly, it shall be equipped with the legally required emergency and evacuation measures, as well as with others that, in light of the circumstances, are deemed appropriate.
2. The Company may make other suitable premises available in which the General Shareholders' Meeting could be held in the event of an emergency.
3. To ensure the safety of the attendees and the smooth operation of the General Shareholders' Meeting, security checks and surveillance and protection measures shall be established, including systems to control access, where appropriate.
4. Once the General Shareholders' Meeting has commenced, attendees are prohibited from using voice amplification tools, mobile telephones, photographic apparatus, devices for recording and/or transmitting audio and/or video and, in general, any instrument that could alter the visibility, sound or light of the meeting, except to the extent permitted by its Chairman.
5. The General Shareholders' Meeting may be subject to audio-visual recording, if so determined by the Chairman of the General Shareholders' Meeting. It may also be broadcast by any means, including, amongst others, on the internet or through social media.
6. Means shall be made available to facilitate access to the venue in which the General Shareholders' Meeting will be held and to allow people with disabilities to follow proceedings at the meeting. A simultaneous translation of the speakers at the General Shareholders' Meeting will be provided when, for whatever reason, that is deemed appropriate. Specifically, the Company will provide the necessary means for the simultaneous translation of the General Shareholders' Meeting into English, however, the content of the General Shareholders' Meeting in Spanish will prevail, in all cases.
7. Similarly, any additional information that facilitates the following of the General Shareholders' Meeting shall be made available to shareholders, such as programs or any other documentation that is deemed useful for this purpose.

Article 21.- Computer systems for recording proxies and voting instructions, preparing the attendance register and counting the results of votes

1. The Company shall make available the necessary people and technical equipment to control and computer count the attendance cards, proxies and absentee voting cards that it receives.
2. On the day on which the General Shareholders' Meeting is held, the venue chosen for the meeting shall be equipped with the necessary people and technical equipment to effectively control the entry of the shareholders attending the meeting, as well as whatever means are required to establish the quorum for the provisional and definitive quorum, prepare the attendance register – in person and by proxy – and count the votes.
3. For the development of these activities, in accordance with the provisions of governing legislation, the Company shall be entitled, at any given time, to obtain information about the shareholders, including their addresses, contact details and the number of shares that appears in the name of each one, from the entities maintaining the share records.

Article 22.- The Shareholders' Office

The Company shall establish a Shareholders' Office in a visible place at the venue chosen to hold the General Shareholders' Meeting, in order to:

- (i) Assist with questions about the meeting, posed by attendees before the session begins, notwithstanding the rights to speak, propose and vote that legally and statutorily correspond to the shareholders.
- (ii) Assist and inform attendees and shareholders who wish to intervene, preparing for such purpose a list of those people who express their desire to speak in advance, as well as collecting the text of their statements, if such statements are available in writing.
- (iii) Provide the attendees that so request it with the full text of the proposed resolutions made by the Board of Directors or the shareholders for submission to the General Shareholders' Meeting, regarding each one of the items on the meeting Agenda. Proposals made immediately before the General Shareholders' Meeting is held shall be exempt, since due to their nature, they may not be delivered in written form to all of the attendees. Copies of Directors' reports and other documentation that, pursuant to legal or statutory provisions, has been made available to the shareholders in connection with the proposed resolutions, shall also be made available to attendees.

TITLE V
PROCEEDINGS AT THE GENERAL SHAREHOLDERS' MEETING

Article 23.- Opening the venue and controlling access

1. In the place and on the day scheduled, on the first or second call, for the holding of the General Shareholders' Meeting and from one hour before the announced time for the beginning of the meeting (unless otherwise specified in the meeting announcement), the shareholders and their valid representatives may present their respective attendance cards, proxies and absentee voting cards or other credited means of representation to the staff responsible for the shareholders' register.

Shareholders and, where appropriate, representatives that arrive late to the venue where the General Shareholders' Meeting is being held, i.e. after the admission of attendance cards, proxies and absentee voting cards and other credited measures has closed, may attend the meeting (in the same room as it is being held or, if the Chairman of the General Shareholders' Meeting so decides, in a room adjoining from where they can follow proceedings) but they will not be included in the attendance register.

2. In the event in which, the number of shares legally required for the celebration of the General Shareholders' Meeting are not in attendance at the first call, then a second call must be held; this situation will be recorded with corresponding diligence and will be included in the minutes of the General Shareholders' Meeting.

Article 24.- The Presiding Panel , Presidency and Secretary

1. At the time stated for the celebration of the General Shareholders' Meeting, the Presiding Panel will be constituted. Together with the Chairman and the Secretary of the General Shareholders' Meeting, the other members of the Board of Directors in attendance at the meeting shall form the Presiding Panel. Notwithstanding the powers attributed to the Presiding Panel by these Rules, it shall assist the Chairman of the General Shareholders' Meeting, at his request, in the exercise of his functions.
2. The Chairman of the Board of Directors shall act as the Chairman of the General Shareholders' Meeting or, in his absence, the Vice-Chairman of the Board of Directors; if there are several Vice-Chairmen of the Board of Directors, their rank shall be established by the Rules of the Board of Directors; and in the absence of all of the above, the shareholder that is chosen by the shareholders in attendance at the meeting, in each case, shall act as the Chairman of the General Shareholders' Meeting.
3. The Chairman of the General Shareholders' Meeting shall be assisted by the Secretary of the General Shareholders' Meeting. The Secretary of the Board of Directors shall act as the Secretary of the General Shareholders' Meeting and, in his absence, the Vice-Secretary of the Board of Directors; if there are several Vice-Secretaries, their rank shall be established at the time of their appointment

(first Vice-Secretary, second Vice-Secretary, etc.). In the absence of all of the above, the person that in each case is chosen by the shareholders in attendance at the meeting shall act as the Secretary of the General Shareholders' Meeting.

4. In addition, the Chairman of the General Shareholders' Meeting may be assisted, if he so wishes, by any person he deems appropriate.

Article 25.- The functions of the Chairman of the General Shareholders' Meeting

1. As the person responsible for the conduct of the meeting, the Chairman of the General Shareholders' Meeting shall generally have the broadest powers deemed necessary for its best evolution and shall, amongst other things, perform the following:
 - (i) To call the meeting to order.
 - (ii) Verify that there is a valid quorum of the General Shareholders' Meeting and, where appropriate, declare it to be validly in session.
 - (iii) To take notice of the request, where appropriate, made by the Board of Directors for a Notary Public to be present to record the minutes of the meeting.
 - (iv) Resolve any doubts, queries or claims that arise in relation to the attendance register, the identity and legitimacy of the shareholders and shareholders' representatives, the authenticity and integrity of corresponding attendance cards, proxies and absentee voting cards or credited means, as well as everything relating to the possible exclusion, suspension or limitation of the political rights and, in particular, of the voting rights of the shares in accordance with the law, the Corporate Bylaws and these Rules.
 - (v) Address the General Shareholders' Meeting, if he deems it appropriate, to account for the performance of the Company, present its results, objectives and projects, as well as inform the shareholders about the most significant aspects in terms of the corporate governance of the Company and compliance with recommendations.
 - (vi) Grant the floor to the Directors or senior management that he considers appropriate so that they may address the General Shareholder' Meeting.
 - (vii) Order and direct the speakers in such as way that discussions are conducted in accordance with the Agenda.
 - (viii) Order and direct discussions, granting the floor to the shareholders that so request it, withdrawing it or not granting it when he considers that a matter: has been sufficiently debated; does not feature on the Agenda; or hinders the smooth running of the meeting.
 - (ix) Reject proposals made by shareholders when they are inappropriate or

untimely.

- (x) Indicate when votes should be cast.
- (xi) Establish the voting systems and procedures, organize the votes and determine the system for scrutinizing and counting the votes.
- (xii) Announce the result of votes.
- (xiii) Temporarily suspend the General Shareholders' Meeting.
- (xiv) Proceed to adjourn the session.

And, in general, to exercise all other powers, including those of order and discipline, that are necessary for the proper conduct of the meeting.

- 2. The Chairman of the General Shareholders' Meeting may entrust the management of debates to the Director he deems appropriate or to the Secretary of the General Shareholders' Meeting, who will carry out these functions on his behalf, although he may take them on again at any time.
- 3. If the Chairman of the General Shareholders' Meeting has to leave the meeting, for any reason, the substitution of the exercise of his functions shall be performed in accordance with the provisions of the Corporate Bylaws and article 24.2 above.

Article 26.- The functions of the Secretary of the General Shareholders' Meeting

- 1. The functions of the Secretary of the General Shareholders' Meeting shall be as follows:
 - (i) Declare the establishment of the Presiding Panel.
 - (ii) Inform the General Shareholders' Meeting, upon delegation by the Chairman, about the quorum of shareholders in attendance, on a provisional or definitive basis, indicating the number of shareholders in attendance and the number of representatives, the number of shares present and the number of shares represented. He shall also indicate the percentage of share capital that both groups represent and the total number of shareholders and shares in attendance at the meeting, indicating the percentage of share capital that those shares represent; for this purpose, the Company's treasury shares shall not be included in the count of those present.
 - (iii) Read, where appropriate, or present a summary of the key aspects of the meeting announcement, of the text of the proposed resolutions from the Board of Directors, and of those other matters about which the Board of Directors, in accordance with the law, the Corporate Bylaws and these Rules, must be communicated to the General Shareholders' Meeting. It will not be compulsory for the Secretary to read the meeting announcement, the proposed resolutions or the other documents relating to the General Shareholders' Meeting when that documentation has been made available to

the shareholders since the date the meeting announcement was published.

- (iv) Assist the Chairman of the General Shareholders' Meeting to resolve any doubts, queries or claims arising in relation to the attendance register and the proxy and remote votes.
 - (v) Draft, where appropriate, the minutes of the General Shareholders' Meeting.
 - (vi) And, in general, exercise, at the instruction of the Chairman of the General Shareholders' Meeting, the necessary powers of order and discipline that are required for the proper conduct of the meeting and the adoption and formalization of resolutions.
2. If the Secretary of the General Shareholders' Meeting has to leave the meeting, for any reason, the substitution of the exercise of his functions shall be performed in accordance with the provisions of the Corporate Bylaws and article 24.3 above.

Article 27.- Establishment of a quorum

1. The General Shareholders' Meeting shall be validly constituted when the minimum quorum required by law is in attendance, taking into account the items that appear on the meeting Agenda and regardless of whether a first or second call is held.
2. Shareholders with the right of attendance, who cast their votes remotely, in accordance with the provisions of article 39, shall be considered present for the purposes of the establishment of a quorum of the General Shareholders' Meeting in question.
3. If any shareholders leave the session once a quorum for the General Shareholders' Meeting has been established, that will not affect the validity of the meeting, notwithstanding the provisions of article 43.4 of these Rules.
4. In accordance with the law or the Corporate Bylaws, if in order to validly adopt a resolution regarding one or more of the items on the meeting Agenda, the attendance of a certain percentage of share capital is required and that percentage is not reached, or the consent of certain interested shareholders is required and they are not present or represented, then the General Shareholders' Meeting shall be limited to discuss and adopting resolutions about those items on the Agenda for which the percentage of share capital necessary has been reached and/or for which the interested shareholders are present or represented.

Article 28. Universal General Shareholders' Meeting

The General Shareholders' Meeting shall be understood, in all cases, to be convened and validly established to consider and resolve any matter, provided the entire share capital is present and the attendees unanimously agree to it being held.

Article 29.- Attendance register

1. Once the Presiding Panel has been constituted and before opening the Agenda for

the meeting, the attendance register shall be prepared, stating the nature or representation of each one and the number of shares, own or others, that are in attendance. At the end of the register, the number of shareholders that are present and represented shall be determined, as well as the amount of capital that they each hold, specifying the amount that corresponds to shareholders with voting rights. The attendance register shall include as present all shareholders that have exercised remote votes, in accordance with the provisions of these Rules.

2. The attendance register may be computerized, in whose sealed cover, the appropriate identification procedure shall be recorded, signed by the Secretary of the General Shareholders' Meeting, and approved by the Chairman of the General Shareholders' Meeting.
3. If the meeting is held in various locations, pursuant to the provisions of these Rules, then the attendance register shall include the share capital present or represented in each room. In this case, remote votes shall be included in the room in which the Presiding Panel has met.
4. The Secretary of the General Shareholders' Meeting is responsible for preparing the attendance register, which he performs upon delegation by the Chairman of the General Shareholders' Meeting. The Secretary of the General Shareholders' Meeting shall rely on help from the means and systems determined by the Chairman of the meeting to prepare the register and, where appropriate, to count the votes.
5. The attendance register shall be attached to the minutes of the General Shareholders' Meeting.

Article 30.- Commencement of the meeting

1. Before the General Shareholders' Meeting is commenced, its Chairman, or by his delegation, its Secretary, shall announce the provisional or definitive data regarding the number of shareholders present and represented, the number of shares present and represented, indicating the percentage of share capital that each group represents and the total number of shareholders and shares in attendance at the meeting, indicating the percentage of share capital represented by those shares.

If, in light of that data, compliance with the necessary quorum for the valid constitution of the General Shareholders' Meeting is fulfilled, and the General Shareholders' Meeting may discuss and adopt resolutions about at least one of the items included on the meeting Agenda, then the Chairman of the General Shareholders' Meeting shall declare the meeting validly constituted and shall commence the meeting. If the aforementioned data is provisional, the definitive data shall be provided to the General Shareholders' Meeting before any of the items on the Agenda are discussed.

2. Where appropriate, the Chairman of the General Shareholders' Meeting shall announce the presence of a Notary Public at the meeting, who shall be identified, noting the obligation on him to record the minutes of the meeting.

3. If a Notary Public is required to record the minutes of the meeting, he will ask the General Shareholders' Meeting and shall record in the minutes whether there are any reservations or objections regarding the declarations made by the Chairman or by the Secretary of the General Shareholders' Meeting regarding the number of shareholders in attendance and the share capital present.

Article 31.- Requests from shareholders. Identification

Shareholders that wish to participate and, where appropriate, request information or explanations regarding items on the meeting agenda, or make proposals, must request to do so at the time of their accreditation or when the Chairman of the General Shareholders' Meeting so indicates and before the floor for discussion is opened to the Shareholders' Office or to whomever is indicated for this purpose. Such shareholders must state their name and surnames and, where appropriate, the corporate name of the legal entity shareholder that they represent, as well as the number of shares they hold or represent.

Article 32.- Reports

1. Whilst the shareholders who wish to take the floor identify and accredit themselves, in accordance with the provisions of the previous article, the Secretary of the General Shareholders' Meeting, as indicated by the Chairman, shall inform the meeting about the publications mentioned in the meeting announcement.
2. Next, the meeting will proceed with the presentation, where appropriate, of the reports that correspond to the Chairman of the General Shareholders' Meetings and the members of the Board of Directors or the persons designated for this purpose by the Chairman of the General Shareholders' Meeting.
3. Afterwards and, in all cases, before any votes are cast, the Chairman of the General Shareholders' Meeting shall open the floor to the shareholders.

Article 33.- Shareholders presentation period

1. Interventions by duly accredited shareholders will take place in the order in which they are called by the Secretary of the General Shareholders' Meeting. No shareholder may intervene to discuss matters not included on the meeting Agenda, notwithstanding the proposed resolutions that may be legally prepared outside of the meeting Agenda, or without being granted the floor.
2. Shareholders must make reasonable use of their power, both in terms of the duration of their intervention, which must be brief and concise, as well as the content, which must conform to the provisions of the previous section and show the respect deserved for the General Shareholders' Meeting and other attendees. Speakers will have a maximum of five (5) minutes for each intervention, notwithstanding the powers of limitation or extension that may be granted by the Chairman of the General Shareholders' Meeting. Notwithstanding the above, when the number of interventions requested or other circumstances so require it, the Chairman of the General Shareholders' Meeting may set a shorter maximum

duration than mentioned above, provided equal treatment of all participating shareholders is respected, along with the principle of non-discrimination.

3. Any shareholders who so wish, may deliver the written text of their speech to the Shareholders' Office at the time of their accreditation, to obtain a photocopy and whereby facilitate the conduct of the meeting and the preparation of the minutes of the General Shareholders' Meeting. In any case, if any shareholder requests that his intervention is recorded literally in the minutes of the meeting, then he will have to deliver it in writing at that time to the Shareholders' Office, which will forward it onto the Secretary of the General Shareholders' Meeting, or the Notary Public, where appropriate, so that it may be collated at the time of his intervention.

Article 34.- Right to information during the General Shareholders' Meeting

1. During the speeches, the shareholders or duly accredited representatives may verbally request any information or explanations that they deem necessary regarding the matters included on the meeting Agenda, as well as publicly available information that has been provided by the company to Spain's National Securities Market Commission since the last General Shareholders' Meeting and about the auditor's report. To do this, they must have previously identified themselves in accordance with the provisions of article 31 above.

Directors are obliged to provide the information requested, pursuant to the paragraph above, in the manner and within the timeframe provided for by law, except in the cases in which, in the Chairman's opinion, publication of the requested information: would harm the corporate interest; is unnecessary for the custody of the shareholders' rights; or if he considers that it may be used for non-company related purposes. Information cannot be refused when its request is supported by shareholders that represent, at least, twenty-five per cent (25%) of the share capital.

Furthermore, the directors shall not be obliged to respond to specific questions from the shareholders when, prior to their formulation, the information requested is clearly and directly available for all shareholders on the Company's website in a question-answer format.

2. The information or explanations requested shall be provided by the Chairman of the General Shareholders' Meeting or, where appropriate, at his indication, by the Chairman of any of the Committees of the Board of Directors, the Secretary of the General Shareholders' Meeting, a Director or, if appropriate, by any employee of the Company, the auditor or any other person designated by the Chairman of the General Shareholders' Meeting.
3. If, for any reason, it is not possible to satisfy the shareholder's right during the General Shareholders' Meeting itself, then the information requested shall be provided to the interested shareholder within a period of seven (7) days following the termination of the meeting.

Article 35.- Organizing interventions, requests and proposals from shareholders

1. The powers of intervention and requests for information shall be exercised once only; the same shareholder may not exercise these powers again once his turn is over. During this turn, the participating shareholder may make proposals regarding any item on the meeting Agenda, except in those cases in which they should have been made available to shareholders at the registered office when the meeting announcement or the supplementary announcement was published, or if they violate the rights of other shareholders. He may also propose the adoption of resolutions regarding which, pursuant to the law, the General Shareholders' Meeting may discuss and decide even if they do not appear on the meeting Agenda.
2. In exercising his powers to organize the conduct of the meeting, and notwithstanding his other responsibilities, the Chairman of the General Shareholders' Meeting may:
 - (i) Extend the amount of time initially assigned to each shareholder, when he deems that appropriate.
 - (ii) Decide the order of the answers to the shareholders and whether they should be provided after each intervention or all together and, where appropriate, in summary form following the final intervention, without prejudice to the legally established option of sending information in writing, within a period of seven (7) days following the day on which the General Shareholders' Meeting is held.
 - (iii) Put an end to shareholders' interventions.
 - (iv) Request that participants clarify any questions that have not been understood or that have not been sufficiently explained during the intervention.
 - (v) Call to order the participating shareholders so that they limit their interventions to matters properly relating to the General Shareholders' Meeting and they refrain from making improper declarations and from exercising their right to intervene in an abusive or obstructive way.
 - (vi) Announce to the participating parties that the time allotted for their intervention will soon end, so that they can adapt their speeches and, when they have consumed the time allotted for their intervention or if they persist in the conduct described in the previous paragraph, withdraw them from the floor and, if he considers that the intervention may affect the proper order and normal conduct of the meeting, insist that they leave the venue and, where appropriate, take the appropriate measures to comply with this provision.
 - (vii) Refuse to grant the floor when he considers that a specific matter has been sufficiently discussed, is not included on the Agenda or hinders the progress of the meeting, and also reject the response of the participant.

3. The Chairman of the General Shareholders' Meeting shall seek to maintain order in the meeting room, to allow participants to make their presentations without undue interruption.
4. The Chairman of the General Shareholders' Meeting shall have the broadest powers to admit and give due legal process or reject proposals made during shareholders' interventions about any item on the meeting Agenda and about those matters regarding which the General Shareholders' Meeting may discuss and decide, which do not appear on the meeting Agenda, in view of compliance in each case with the applicable legal and regulatory requirements. For votes about the proposals that have been admitted by virtue of this paragraph (regarding items included on the Agenda as well as those that are not included), the procedure established in section (ii) of article 41.2 of these Rules shall apply, notwithstanding that, at the Chairman's discretion, other procedures and alternative voting systems may be used.

Article 36.- Ratification of the establishment of the General Shareholders' Meeting, if applicable

1. Once the interventions have been completed, the attendance register will be definitively closed, if the data provided previously was provisional in nature, and the Chairman of the General Shareholders' Meeting or, upon delegation by him, the Secretary, shall read the definitive data resulting from the attendance register, detailing the number of shareholders present and represented, the number of shares present and represented, indicating the percentage of share capital that each group represents, and the total number of shareholders and shares in attendance at the meeting, indicating the percentage of share capital represented by those shares.
2. Once that information has been publicly announced, the Chairman of the General Shareholders' Meeting shall, where appropriate, ratify its valid constitution, in the first or second call, as appropriate, and shall determine whether the meeting may discuss and adopt resolutions about the matters included on the Agenda or whether, on the contrary, the meeting should be limited to some of those items only, based on the attendance at the General Shareholders' Meeting, according to the attendance register.
3. Once the establishment of the General Shareholders' Meeting has been ratified, in the event that a Notary Public is present to record the minutes of the meeting, the shareholders that are present may express to the Notary Public, for due record in the minutes, any reservation or objection that they have regarding the valid constitution of the General Shareholders' Meeting or about any of the information on the attendance register read out previously.

Article 37.- Provisional suspension

1. On an exceptional basis, in the event that incidents occur that temporarily prevent the normal conduct of the meeting, the Chairman of the General Shareholders' Meeting may resolve to suspend the session for the period of time deemed appropriate to re-establish the conditions necessary for its continuation.

2. The Chairman of the General Shareholders' Meeting may adopt any additional measures he deems appropriate to ensure the safety of those in attendance and to avoid the repetition of the circumstances that may again affect the proper conduct of the meeting.
3. If, once the session has been resumed, the situation that led to the suspension persists, then the Chairman of the General Shareholders' Meeting shall consult with the Presiding Panel in order that the General Shareholders' Meeting will resolve to postpone the session until the following day. In the case that the resolution to postpone the session is not adopted, for whatever reason, the Chairman of the General Shareholders' Meeting shall immediately adjourn the session.

Article 38.- Extension of the meeting

1. The General Shareholders' Meeting may resolve to extend the meeting for one or more consecutive days, provided there is just cause to do so, at the proposal of the Chairman of the General Shareholders' Meeting, the majority of the Directors in attendance at the meeting or at the request of a number of shareholders who represent, at least, one quarter of the share capital present. Regardless of the number of sessions held, the General Shareholders' Meeting shall be considered to comprise one single meeting; and one set of minutes shall be recorded for all of the sessions.
2. Once the General Shareholders' Meeting has been extended, there shall be no requirement to repeat, where appropriate, compliance with the requirements provided for by the law and by the Corporate Bylaws for its valid constitution, in subsequent sessions. If any shareholder included in the attendance register drawn up at the beginning of the meeting does not attend subsequent meetings, then the majorities necessary for the adoption of resolutions shall continue to be those determined on the basis of the data resulting from the (original) register.

**TITLE VI
VOTING AND ADOPTING RESOLUTIONS**

Article 39.- Casting votes remotely. Powers for casting votes remotely

1. Provided that the necessary means are in place to do so, the Company may allow shareholders to cast their votes on proposals relating to items included on the Agenda through postal or electronic correspondence or any other means of remote communication, provided that the identity of the person voting and the security of electronic communications can be duly ensured. In all cases, these shareholders shall be considered present for the purposes of the constitution of the General Shareholders' Meeting.
2. To cast a vote by postal correspondence, the shareholder must send the duly completed and signed attendance card, proxy or absentee voting cards to the Company, issued in favor of the corresponding entity, in which he shall detail the direction of their vote, their abstention or a blank vote.

3. Votes by electronic correspondence shall be cast with a recognized electronic signature or other kind of guarantee that the Board of Directors deems suitable for ensuring the authenticity and identification of the shareholder that is exercising his right to vote.
4. Votes cast by any of the means provided for in the preceding paragraphs must be received by the Company before midnight (00:00) on the day immediately preceding the date scheduled for the General Shareholders' Meeting, on its first or second call, as appropriate.
5. Votes cast remotely, referred to in this article, shall be rendered ineffective due to:
 - (i) Subsequent and express revocation by the same means used for their issue and within the period established for this purpose.
 - (ii) By attendance at the meeting of the shareholder that had cast it.
 - (iii) In the event that the shareholder appoints a proxy after the date on which he cast his vote remotely.
6. If the remote vote cast does not include express instructions, or only includes instructions relating to some of the items on the meeting Agenda, then it shall be understood, unless the shareholder expressly indicates otherwise, that the remote vote refers to all of the items included on the Agenda for the session of the General Shareholders' Meeting and constitutes a vote in favor of the proposals made by the Board of Directors regarding the items included on the meeting Agenda, for which no express instructions are included.
7. With regard to proposed resolutions other than those made by the Board of Directors, or relating to items not included on the meeting Agenda, the shareholder that casts his vote remotely may delegate a proxy through the procedures set out in these Rules, in which case the rules established for this purpose shall apply to the proxy, and it shall be understood that the proxy is granted to the Chairman of the Board of Directors, unless the shareholder expressly indicates otherwise.
8. The Board of Directors is authorised to develop the rules, means and procedures deemed appropriate to implement the casting of votes and to grant proxies by electronic means.

Specifically, the Board of Directors may: (i) regulate the use of alternative guarantees to the electronic signature for the casting of electronic votes or by other valid means of remote communication; (ii) reduce the notice period established in section 4 above for the receipt by the Company of votes cast remotely; and (iii) allow and authorize the Chairman and the Secretary of the General Shareholders' Meeting and the persons they delegate to support them to accept, where appropriate, votes cast remotely that are received after the aforementioned deadline, to the extent that the means available allow it.

The Chairman and Secretary of the Board of Directors, or the Chairman and Secretary of the General Shareholders' Meeting following its establishment, and the persons they delegate to support them, shall have the broadest powers to verify the identity of shareholders and their representatives and to check the legitimacy of the exercise of the attendance, representation, information and voting rights by shareholders and their representatives; and to check and accept the validity and effectiveness of votes cast remotely, as well as of instructions received from intermediary entities, management companies and share depositories, all of this pursuant to the provisions established in the Corporate Bylaws, the Rules and the rules established by the Board of Directors in this regard.

Article 40.- Voting by intermediary entities

1. Intermediary entities that appear legitimized as shareholders, by virtue of the share register, but which act on behalf of several shareholders, may, in all cases, split their vote and exercise it in divergent directions in compliance with the different voting instructions, if they have been received as such.
2. Similarly, intermediary entities may delegate their vote to each one of the indirect owners or third parties designated by them, and there is no limit to the number of delegations that may be granted in this regard.
3. All of the above shall be understood notwithstanding the regulations applicable to the relationships between financial intermediaries and their clients for the purposes of exercising voting rights, in accordance with the provisions of the law.

Article 41.- Voting on proposed resolutions

1. Once the shareholders' interventions has been completed and responses have been provided to information requests, in accordance with the provisions of these Rules, the proposed resolutions shall be put to the vote, in accordance with the items included on the meeting Agenda, along with those that according to the law may be put to the vote even though they did not feature on the Agenda, including, where appropriate, any proposals made by the shareholders during the course of the meeting that are appropriate according to the law, the Corporate Bylaws and these Rules.

The Board of Directors shall present discrete proposed resolutions in relation to those matters that are substantially independent, so that the shareholders may exercise their right to vote separately in each case.

The process for adopting resolutions will be conducted by following the Agenda established for the meeting. Firstly, all of the proposed resolutions made by the Board of Directors in each case shall be put to the vote and then, if necessary, those resolutions made by other proponents and those relating to matters about which the General Shareholders' meeting may resolve that do not feature on the Agenda shall be put to the vote; the Chairman of the General Shareholders' Meeting shall decide the order in which those latter items shall be put to the vote. In any case, once a proposed resolution has been approved, all of those relating to the same matter that are incompatible with it shall automatically lapse without any need, therefore to put them to the vote.

There is no requirement for the Secretary of the General Shareholders' Meeting to read out the full text of the proposed resolutions, made by the Board of Directors, when those texts have been published on the Company's corporate website since the date the meeting announcement for the General Shareholders' Meeting was published. In this case, he may read a summary or extract when the Chairman of the General Shareholders' Meeting or, upon delegation by him, the Secretary of the General Shareholders' Meeting deems it appropriate.

2. As a general rule and without prejudice to the powers of the Chairman of the General Shareholders' Meeting to use other procedures and alternative systems, for the purpose of voting on proposed resolutions, the determination of the meaning of the shareholders' votes shall proceed as follows:
 - (i) In the case of proposed resolutions relating to matters included on the meeting Agenda, votes in favor shall be considered to be those relating to all of the shares present and represented, less any votes corresponding to: (a) shares whose owners or representatives state that they vote against, cast a blank vote or abstain from voting, by communicating or expressing their vote or abstention to the Notary Public (or, in his absence, to the Secretary of the General Shareholders' Meeting) or assistants thereof, so that it is recorded in the minutes; (b) shares whose owners have voted against, cast a blank vote or expressly stated their abstention through the means of communication referred to in these Rules; and (c) shares whose owners or representatives have left the meeting prior to the casting of votes on the proposed resolution in question and that have recorded their departure from the meeting to the Notary Public or assistants thereof (or, in their absence, to the Secretary of the General Shareholders' Meeting).
 - (ii) In the case of proposed resolutions relating to matters not included on the meeting Agenda, votes against shall be considered to be those relating to all of the shares present and represented, less any votes corresponding to: (a) shares whose owners or representatives state that they vote in favor, cast a blank vote or abstain from voting, by communicating or expressing their vote or abstention to the Notary Public (or, in his absence, to the Secretary of the General Shareholders' Meeting) or assistants thereof, so that it is recorded in the minutes; (b) shares whose owners have voted in favor, cast a blank vote or expressly stated their abstention through the means of communication referred to in these Rules; and (c) shares whose owners or representatives have left the meeting prior to the casting of votes on the proposed resolution in question and that have recorded their departure from the meeting to the Notary Public or assistants thereof (or, in their absence, to the Secretary of the General Shareholders' Meeting).
3. A representative may represent more than one shareholder; there is no limit to the number of shareholders a single proxy may represent. When a proxy represents several shareholders, he may cast votes in different directions, in accordance with the instructions given by each shareholder.

Article 42.- Separate voting on matters

1. In all cases, the General Shareholders' Meeting must vote separately on all matters that are considered to be substantially independent.
2. In line with the provisions of section 1 above, the following should be put to a separate vote in all cases, even if they appear on the agenda as a single item:
 - (i) The appointment, ratification, re-election or removal of each Director.

- (ii) In the event of an amendment to the Corporate Bylaws, each Article or group of Articles that are substantially independent.

Article 43.- Adoption of resolutions and the announcement of results

1. The General Shareholders' Meeting shall adopt resolutions with the majority of votes required by the law or by the Corporate Bylaws. Each share with the right to vote, either present or represented at the General Shareholders' Meeting, shall be entitled to one vote, without prejudice to the cases of the suspension of voting rights provided for in the Corporate Bylaws and the restrictions arising from the law.
2. Unless otherwise provided for by the law or the Corporate Bylaws, corporate resolutions are adopted by a simple majority of the votes of the shareholders that are present or represented at the General Shareholders' Meeting, where a resolution shall be understood to be adopted when it obtains more votes in favor than against from the capital present or represented.
3. To validly resolve an increase or reduction in share capital or any other amendment to the Corporate Bylaws, to issue debt, to eliminate or limit pre-emptive rights over new shares, as well as for the transformation, merger, spin-off or global transfer of the assets and liabilities and overseas transfer of the registered office, if the capital present or represented exceeds fifty per cent (50%), it will be sufficient if the resolution is adopted by an absolute majority. Nevertheless, a favorable vote of two thirds (2/3) of the capital present or represented at the General Shareholders' Meeting will be required when at a second call, the shareholders present represent twenty-five per cent (25%) or more of the subscribed capital with the right to vote, but do not represent as much as fifty per cent (50%).
4. For the purposes of determining the number of shares over which to calculate the majority necessary for the approval of the various resolutions, all of the shares that appear on the attendance register shall be considered as present and represented at the meeting, minus: (i) shares whose owners or representatives have left the meeting prior to the casting of votes on the proposed resolution or resolutions in question and that have recorded their departure from the meeting to the Notary Public or assistant thereof (or, in their absence, to the Secretary of the General Shareholders' Meeting); and (ii) shares that, due to the application of provisions of the law or the Corporate Bylaws, are wholly or partially deprived of the right to vote in general, or for the specific resolution in question, and whose owners have had their right to vote suspended.
5. When the Chairman of the General Shareholders' Meeting is satisfied, at the time of the vote, that a sufficient number of votes exists for the approval or rejection of all or some of the proposal resolutions, he may declare them approved or rejected by the General Shareholders' Meeting, without prejudice to the statements that the shareholders may want to make to the Secretary of the General Shareholders' Meeting or, where appropriate, to the Notary Public, regarding the direction of their vote so that it may be recorded in the meeting minutes.

6. Notwithstanding the provisions of the previous section, for each resolution submitted to vote at the General Shareholders' Meeting, the number of shares for which valid votes have been cast should be counted, at least, as well as the proportion of share capital represented by those votes, the total number of valid votes, the number of votes in favor and against each resolution and where appropriate, the number of abstentions.

TITLE VII CLOSE AND MEETING MINUTES

Article 44.- Closing the meeting

Once voting on the proposed resolutions has been completed and the results have been announced by the Chairman of the General Shareholders' Meeting, it will conclude and the Chairman shall bring the meeting to a close, adjourning the session.

Article 45.- Minutes

1. The minutes of the meeting may be approved by the General Shareholders' Meeting itself at the end of the meeting and, otherwise, within a period of fifteen (15) days by the Chairman of the General Shareholders' Meeting and two scrutineers, one representing the majority and the other the minority.
2. The minutes, once approved, shall be signed by the Secretary to the General Shareholders' Meeting, with the approval of whoever has acted as Chairman during the meeting. In the event that the involvement of any of the aforementioned people is impossible, for whatever reason, then they will be replaced by the persons established by the law or the Corporate Bylaws.
3. If a Notary Public participates in the General Shareholders' Meeting, then the notarial minutes shall be deemed to be the minutes of the General Shareholders' Meeting and they will not need to be approved.

TITLE VIII SUBSEQUENT ACTIONS

Article 46.- Publication of resolutions

1. Without prejudice to the inscription of those recordable resolutions in the Commercial Registry, and the legal provisions governing the publication of corporate resolutions that may apply, the Company shall notify Spain's National Securities Market Commission, through the timely communication of a relevant fact, about the resolutions approved by the General Shareholders' Meeting, either literally or by providing an extract of their content.
2. The text of the resolutions adopted by the General Shareholders' Meeting and the results of votes shall be published in full on the Company's corporate website within a period of five (5) days following the conclusion of the General Shareholders' Meeting.

3. Similarly, at the request of any shareholder or representative at the General Shareholders' Meeting, the Secretary of the Board of Directors shall issue a certification of the resolutions or the minutes.