

**REPORT BY THE BOARD OF DIRECTORS OF TÉCNICAS
REUNIDAS, S.A. CONCERNING THE PROPOSAL TO
AMEND THE REGULATIONS OF THE ANNUAL GENERAL
MEETING SUBMITTED TO THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS UNDER ITEM SEVEN OF
THE AGENDA**



22 of May 2020

REPORT BY THE BOARD OF DIRECTORS OF TÉCNICAS REUNIDAS, S.A. CONCERNING THE PROPOSAL TO AMEND THE REGULATIONS OF THE ANNUAL GENERAL MEETING SUBMITTED TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS UNDER ITEM SEVEN OF THE AGENDA

I. INTRODUCTION AND PURPOSE OF THE REPORT

On 17th May 2017, Directive (EU) 2017/828 of the European Parliament and of the Council amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (the “**Directive**”) was adopted.

Without prejudice to the immediate transposition of the Directive, certain principles incorporated in the Directive that affect relations between the Company and its shareholders concerning the exercise of their rights, particularly with regard to attendance and voting at the Meeting, may be considered **directly enforceable** under European case law **as the transposition period has elapsed and the matters in question are clearly defined and specified in the Directive.**

The Board of Directors, therefore, proposes to amend the Regulations of the General Meeting (the “*Regulations of the General Meeting*” or the “*Regulations*”) of Técnicas Reunidas, S.A. (“**Técnicas Reunidas**” or the “**Company**”) to introduce the **basic criteria and principles of the Directive** concerning the main forum for participation and engagement of the Company’s shareholders, ensuring and facilitating the exercise of their rights, particularly attendance and voting, taking into account the changes that have been taking place in the shareholding structure of listed companies, mainly as a result of the new role of financial intermediaries, institutional investors and vote management bodies.

Likewise, and within the framework of this reform resulting from the aforementioned Directive, a **general review** of the Regulation has also been carried out. It introduces some **provisions related to recent legal** reforms and supplements or incorporates certain aspects of the different phases of preparation and holding of the general meeting, **following best practices of good governance** in this respect. It also adds **technical and organisational details** and unifies the numbering format with that of the Regulations of the Board of Directors.

Based on the preceding, this report is drawn up by the Board of Directors to explain:

- **modifications** to articles 1 (*“Purpose of the Regulations”*), 2 (*“Interpretation”*), 3 (*“The General Meeting”*), 4 (*“Types of Meetings”*), 6 (*“Convening of the General Meeting”*), 7 (*“Announcement of call”*), 8 (*“Provision of information from the date of publication of the call”*), 9 (*“Right to information prior to holding the General Meeting of Shareholders”*), 10 (*“Right of attendance”*), 11 (*“Presence of third parties at the General Meeting”*), 12 (*“Right of representation”*), 14 (*“Planning and Means”*), 15 (*“Constitution of the General Meeting. Special Cases”*), 16 (*“Table of the General Meeting of Shareholders”*), 18 (*“Register of Shareholders”*), 19 (*“Creation of the List of Attendants”*), 20 (*“Requests to Speak”*), 21 (*“Shareholder Participation”*), 22 (*“Right to Information During the General Meeting”*), 23 (*“Extension and Suspension of the General Meeting”*), 24 (*“Voting using distance communication means”*), 25 (*“Voting on resolution proposals”*), 26 (*“Adoption of Resolutions and Adjourning of the General Meeting”*), 27 (*“Minutes of the General Meeting”*), 28 (*“Publicity of the resolutions”*), 30 (*“Publicity”*) and 31 (*“Validity”*) of the Regulations of the General Meeting, as well as the Preamble and heading of Title I (*“Introduction”*);
- **incorporation** of new articles 3 (*“Validity and amendment”*), 4 (*“Publicity”*), 10 (*“Right to complete the agenda and to present new proposals of resolutions”*), 16 (*“Attendance, Proxy and Remote Voting Cards”*), 17 (*“Venue for the General Meeting”*), 19 (*“Opening the venue and register of shareholders”*), 22 (*“Constitution of the General Meeting”*), 23 (*“Opening of the Meeting”*), and 33 (*“Attendance of the Meeting by Telematic Means”*) of the Regulations, as well as the incorporation of the new Chapter II (*“Venue and Organisation”*) of Title IV (*“Holding of the General Meeting”*) and the new Title V (*“Remote Online Attendance at the Meeting”*) to the Regulations of the Meeting;
- **deletion** of the existing articles 13 (*“Public Application for Proxy Representation”*), 17 (*“Conduct of the General Meeting”*) and 29 (*“Approval”*) of the Regulations, as well as the current Title V (*“Approval, publicity and validity”*); and
- approval of a **revised text** of the Regulations of the General Meeting incorporating the aforementioned modifications, renumbering the articles, titles and chapters into which the Regulations are divided.

II. JUSTIFICATION FOR THE AMENDMENT PROPOSAL

For easier understanding of the amendments to the Regulations of the General Meeting, the numbering of the articles, titles and chapters, as well as their headings, referred to below, correspond, unless otherwise indicated, to those contained in the text of the proposed revised text.

1. Amendments resulting from the Directive:

- Paragraph 2 is added to Article 1 (*“Purpose of the Regulations”*) to **strengthen the role of the General Meeting as a channel for communication with shareholders** and the Company’s commitment to encouraging their participation and engagement in its meetings, in accordance with the principles of the Directive.
- Paragraph (xii) of Article 11 (*“Availability of Information on the Company website as of the Publication of the Call”*) is amended to comply with the Company’s obligation resulting from Directive (EU) 2017/828, to **provide all shareholders and, therefore, also financial intermediaries registered in the book entry register, with the information necessary for exercising their attendance and voting rights**, to encourage their engagement with the Company.
- A new Article 16 (*“Attendance, Proxy and Remote Voting Cards”*) is added to expressly cover the regular operation of listed companies and this Company concerning **attendance, proxy and remote voting cards**, to provide legal certainty to this practice, and to incorporate, within the framework of the provisions of paragraph 4 of the Directive, the following: *“In any case not specifically regulated under this article, the other rules contained in this Regulation and the Articles of Association shall apply to proxy and remote voting to which this article refers, as well as, if applicable, those that the Board of Directors may establish in implementation of these, and in any event, the Company will not be involved in the relations between financial intermediaries and their clients regarding those that hold or manage the Company’s shares.”*
- Paragraph 9 of Article 29 (*“Voting on Proposed Resolutions”*) incorporates the provisions relating to the **electronic confirmation of the receipt of the vote** to the shareholder or intermediary, as well as the confirmation, after the Meeting, that their votes have been validly **recorded and accounted for**, all in accordance with the provisions of the Directive.

2. Modifications resulting from legal reforms and good governance practices:

- Article 1 (*“Purpose of the Regulations”*) is amended to include an express reference to the equal treatment of shareholders who are in the same position, in accordance with articles 97 and 514 of the Companies Act.
- Concerning Article 11 (*“Provision of information from the date of publication of the notice of meeting”*), taking into account that the Company does not currently have **directors who are legal persons** and that transposition of the Directive will prohibit directors of listed companies from being legal persons, regarding the information to be published on the

website regarding the appointment, ratification or re-election of members of the Board of Directors, the reference to the legal person and its representative, a natural person, is deleted. This change does not preclude proceeding under the terms of the deleted regulation if necessary.

- Paragraph 2 of Article 14 (*“Presence of third parties at the General Meeting”*) is supplemented with the possibility that the **Chairpersons of the Board’s Committees report on their activities** during the year on matters within their scope, in accordance with the provisions of sections Three, 10.e) of CNMV Technical Guide 1/2019 and 27 of CNMV Technical Guide 3/2017.

- Paragraph 1 of article 18 (*“Planning and Means”*) is supplemented in accordance with Companies Act article 514 concerning **accessibility of the General Meeting for the disabled and the elderly**, incorporating in a new paragraph 2 the possibility **of live streaming of the Meeting**, in line with the provisions of Recommendation 7 of the Code of Good Governance.

- Concerning Article 20 (*“Table of the General Meeting of Shareholders”*), paragraph 2 is coordinated with the provisions of Article 17 of the Articles of Association regarding **chairing the Table**; the **powers of the Chairman of the Board** set out in section 4 are supplemented; and a technical clarification is added in the new paragraph 5, establishing that if the Chairman or the Secretary has to be absent from the General Meeting during the meeting, their replacement in the exercise of their functions will proceed as provided for in the previous sections of this article 20.

- Article 23 (*“Opening of the venue and register of Shareholders”*) expressly includes the possibility of the **Meeting being constituted with a provisional quorum**, the definitive quorum being closed at a later time, following the usual practice of listed companies.

- Article 29 (*“Voting of resolution proposals”*) is amended to incorporate certain technical clarifications and: (i) in paragraph 5.(ii) the **voting arrangements applicable to proposed resolutions about matters not on the agenda** in accordance with standard practice in listed companies; and (ii) in paragraph 5.(iv) the clarification *“unless such voting arrangements expressly provide for the case of proposed resolutions on matters not on the agenda”* since, according to the instructions for the Company’s attendance, proxy and remote voting card, *“the delegation of voting rights also extends to proposals on items which are not included in the agenda,”* either because the representative votes in the way he or she considers most favourable or because he abstains.

- Finally, in Article 32 (*“Publicity of the Resolutions”*) the term **“relevant event”** is replaced with **“other relevant information,”** in accordance with

the new procedure for communication of information by issuers enabled by the CNMV since 8th February 2020.

- A new **Article 33** ("**Attendance of the Meeting by telematic means**") is included in the Regulations in coordination with the proposed amendment to Article 17 of the Articles of Association. In this respect, taking into account the good governance best practices that seek to encourage the greatest possible shareholder participation in General Meetings, a new provision is included, as a mere **possibility and only when the Board of Directors so decides, that the Company may enable online real-time remote attendance at General Meetings** in a way that duly guarantees the identity of the participant, and remote online voting during the meeting, all in accordance with articles 183 and 521 of the Companies Act.

It also authorises the Board of Directors to establish the appropriate means and procedures to implement online attendance and remote online voting during the Meeting.

3. Technical and editorial amendments:

- Various technical, editorial clarifications are added to Article 1 ("*Purpose of the Regulations*") to make it clear that its rules also cover the adoption and formalisation of agreements. And also in Article 2 ("*Interpretation*"), establishing in particular that any **queries that may arise regarding application and interpretation** of the Regulations shall be resolved by the Board of Directors at times other than during the meeting. In such cases, the Chairman of the Meeting shall be responsible for resolving them (section 2).

- The reference to the moment when the Company's shares are listed is removed from Articles 3 ("*Validity*") and 4 ("*Publicity*"), as it is no longer necessary, specifying that the Regulations will apply to General Meetings called after the date of their "*approval or, if applicable, modification*" (Article 3).

- Various editorial clarifications are added to Article 5 ("*The General Meeting of Shareholders*"), on the one hand supplementing paragraph 1 with the scope of action of the General Meeting and, on the other, eliminating the provisions already included in the previous section of Article 5 itself.

- The provisions relating to the **notice of meeting** when requested by shareholders representing 3% of capital are deleted from Article 6 ("*Types of Meetings*") since they are already included in Article 8 of the Regulations.

- Various sections of Article 8 ("*Convening of the General Meeting*") are amended: (i) Article 8.1 is supplemented to adapt it to the current wording of Article 167 of the Companies Act, concerning the **duty of the Board to**

convene the Meeting whenever it considers it necessary or important for the company's interests and, in any case, on the dates or periods determined by law or the Articles of Association; (ii) Paragraph 3 of Article 8 is adapted to articles 169 and 170 of the Companies Act regarding the **request to convene the Ordinary General Meeting by any shareholder when not convened within the legal time limit**, which authorises the Legal Secretary or Company Registrar of the Company's registered office to convene the Meeting; and (iii) certain provisions already contained in other articles of the Regulation are deleted.

- Various technical clarifications are added to Article 9 ("**Announcement of Call**"); the references to the right to appoint a proxy and online communications are eliminated for organisational reasons since the right to appoint a proxy and to use online communications are covered in articles 15 and 28; these provisions are in turn subsumed in paragraph 2 of Article 9; provisions relating to the meeting venue are moved to article 17 for organisational reasons.

- It is proposed to add a new Article 10 on the **rights of shareholders to append items to the agenda and to submit new proposals for resolutions** (provided for in Article 519 of the Companies Act), including technical clarifications and deleting some provisions already contained in other articles of the Regulation.

- Concerning shareholders' **right to information**:

- In Article 11 ("*Availability of Information on the Company website as of the Publication of the Call*"), in addition to amending the heading of the article, technical clarifications are incorporated in accordance with the wording of Article 518 of the Companies Act and in paragraph 1.(viii), the words "where appropriate" are deleted ("*the instructions to exercise or delegate the distance vote using the resources that have been defined in the call*"), since listed companies are obliged to provide shareholders with the possibility of exercising their voting rights or delegating them by online communication, in accordance with articles 521.1 and 522.3 of the Companies Act.
- Article 12 ("**Right to Information Prior to the Annual General Meeting**") incorporates certain technical and editorial clarifications. It modifies section 3 to adapt it to the wording of article 197.1 of the Companies Act regarding replies to requests for information before the General Meeting, which must be made in writing and up to the date of the meeting.
- Paragraph 5 of Article 12 is also amended to specify that, when, before the formulation of a specific question, the **information** requested shall be **available** in a clear, express and direct manner to

all shareholders on the company's website in question and answer format, "*The Board may limit its response to information provided in that format,*" in accordance with article 520.3 of the Companies Act, with the same provisions in paragraph 3 of article 26 regarding the right to **information during the General Meeting**.

- Also, paragraph 6 of Article 12 is amended to specify that the Board may empower, in addition to any of its members and the Secretary, "*any other person it deems appropriate*" to respond to requests for information made by shareholders.
- As regards Article 13 ("**Right of Attendance**"), the wording has been qualified concerning the denomination of the Attendance, Proxy and Remote Voting Cards, and certain provisions that are usually included in the notice of meeting are deleted. Concerning article 14 ("**Presence of third parties at the General Meeting**"), certain editorial details are introduced.
- Various technical details are included concerning the **right to appoint a proxy** provided for in Article 15, and in this respect:
 - The provisions relating to the **priority between representation and remote voting** in section 3, on the one hand, are coordinated with those set out in Article 16 of the Articles of Association, and on the other, those in Article 28 of the Regulations about voting, by which a vote in all cases prevails over representation, so that proxy votes issued before the vote are understood to be revoked and those granted after the vote are considered not to have been made;
 - it is expressly incorporated, in coordination with the provisions of Article 16 of the Articles of Association, that a proxy may be rendered void by disposing of shares when the Company is aware of this;
 - paragraph 4 is supplemented in accordance with Article 521.1 of the Companies Act to reflect the need to **ensure the security of online communications**; and
 - the online communication channels in paragraph 5 and the instructions on how to vote in paragraph 7 are adapted following the Company's practice, and certain provisions contained in other articles are eliminated for organisational reasons.
- Regarding the **venue for the General Meeting**, it is proposed to add a new article 17 ("*Venue for the General Meeting*"), specifying in paragraph 1 that the meeting may be held anywhere in Spain stated in the announcement, in accordance with current regulations, adding to paragraph 2 the possibility of holding the meeting in different places, which

would cover the holding of the meeting at a single location but in separate rooms for reasons of seating capacity.

- Certain technical and editorial expressions are included in Article 18 (“**Planning and Means**”), and its wording coordinated with other articles of the Regulations.
- Concerning article 19 (“**Constitution of the General Meeting. Special cases**”), its heading has been modified. Paragraph 3 specifies that the time at which shareholders (or their representatives) may enter the meeting as guests shall be the time when the reception of cards closes, to provide greater legal certainty. Furthermore, certain provisions contained in other articles of the Regulations have been deleted.
- Paragraph 1 of Article 21 (“**Creation of the list of attendants**”) is supplemented in accordance with Article 192 of the Companies Act, and certain provisions are transferred to other articles of the Regulations.
- In Article 22 (“**Constituting of the General Meeting**”), the provisions relating to the voting quorum are deleted, since they are already included in Article 30 of the Regulations. Likewise, the dissolution and winding up of the company is deleted, since an enhanced majority is not legally required (articles 193 and 364 of the Companies Act, without prejudice to the fact that dissolution by mere agreement of the General Meeting must be agreed with the requirements established for amendment of the Articles of Association, Article 368 of the Companies Act) and also in coordination with the Articles of Association, which do not provide for an enhanced majority for adoption of these resolutions, in which it should be provided for in accordance with articles 194.3 and 201.3 of the Companies Act.
- Paragraph 2 of Article 25 (“**Shareholder participation**”) limits speeches to three minutes to provide an express regulatory provision in this regard.
- A technical clarification is included in paragraph 2 of Article 27 (“**Extension and suspension of the General Meeting**”) to allow that when the disturbances or exceptional circumstances affect essential aspects of the venue, the meeting may continue in a venue other than the one stated in the notice of the meeting.
- Paragraph 5 of Article 28 (“**Voting using distance communication means**”) sets out that the Board of Directors is empowered to establish the rules, means and procedures for implementing the casting of votes and the delegation to proxies by “remote communication” (not only electronic), in coordination with the provisions of Article 17 of the Articles of Association. The last sentence of paragraph 5 of Article 28 is also deleted so as not to restrict the way in which voters are included on the list, allowing the

Company different options according to what is most appropriate at any particular time.

- Paragraph 3 of Article 30 (“***Adoption of Resolutions and Adjourning of the General Meeting***”) is supplemented in accordance with article 525.1 of the Companies Act concerning the information to be determined for each resolution submitted to a vote.
- Certain editorial details are introduced in accordance with article 203.1 of the Companies Act in paragraph 1 of Article 31 (“***Minutes of the General Meeting***”).
- The **current articles** 13 (“*Public request for proxy*”), 17 (“*Order of the Annual General Meeting*”) and 29 (“*Approval*”) of the Regulations **are deleted**, as it is considered more appropriate that their provisions be included in other articles, as well as the current Title V (“*Approval, Publicity and Effectiveness*”).
- Additionally, (i) references to specific regulations are deleted throughout the Regulations (in the Preamble and articles 8, 15, 29, and 30) to avoid the Regulations becoming outdated by possible regulatory changes, including instead a generic reference to “law”; (ii) the name of the card is unified as “attendance, proxy and remote voting card” which is the one used in practice by the Company, in Articles 11, 13, 15, 16, 19, 21, and 28 of the Regulations; and (iii) the references to “*governing body*” are qualified by replacing them with “*Board of Directors*” in Articles 8, 14, 15, 18, 20, 24, and 31 of the Regulations, given that all listed companies must be managed by a Board (Article 529 *bis*.1 of the Companies Act).
- Finally, as part of the systematic reorganisation of the Regulations, the structure of the Titles and Chapters of the Regulations is modified: the heading of Title I (“*General Provisions*”) is amended, a new Chapter II (“*Venue and Organisation*”) is added to Title IV (“*Holding of the General Meeting*”), and the current Title V (“*Approval, Publicity and Effectiveness*”) is deleted since its articles have been incorporated into Title I.

III. VOTING SEPARATELY ON ITEMS

The proposal to amend the Regulations of the Meeting that is submitted to the General Meeting of Shareholders for approval will be voted on separately, in accordance with the provisions of Article 197 *bis* of the Companies Act.

IV. ANNEX

The text of the proposed amendment to the Regulations of the General Meeting is attached as an Annex to this Report, with the proposed changes highlighted.

ANNEX

Justification for and scope of the proposal

Without prejudice to the immediate transposition of **Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement**, certain provisions in this Directive that affect the relationship between the Company and its shareholders with respect to the exercise of their rights, especially to attend and vote at the General Meeting, may be considered to have **direct effect** in accordance with European jurisprudence, since the transposition period has passed and the matters are clearly defined and specified in the Directive.

In this respect, the Directive entails **the need to revise the current Técnicas Reunidas Regulations of the General Meeting**, in so far as it is the main forum for the participation and involvement of the Company's shareholders, guaranteeing and facilitating the exercise of their rights of attendance, voting and information, taking into account the role of financial intermediaries, institutional investors and proxy advisors.

In addition, and in connection with the reforms deriving from this Directive, a **general revision of the Regulations** has also been carried out, to supplement or incorporate aspects related to recent legal reforms, as well as to incorporate or expand other aspects considered relevant, such as the attendance, proxy and remote voting cards, in line with the best practices of good governance, to introduce technical or organisational details and to harmonise the numbering format with that of the Regulations of the Board of Directors.

At the same time, this entails the need to **approve a Policy for communication, contact and involvement with shareholders, institutional investors and proxy advisors**, in order to comply with both Recommendation 4 of the Good Governance Code and the provisions of the Directive.

REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF TÉCNICAS REUNIDAS, S.A.

PREAMBLE

These regulations (hereinafter, the “**Regulations**”) have been ~~adopted~~approved by the General Meeting of Shareholders of Técnicas Reunidas, S.A. (Hereinafter, the “**Company**”) under the scope of ~~the provisions set forth in section 512 of Royal Decree Act 1/2010, 2 July~~, Capital Companies Act. The purpose of these Regulations is to systematize and develop the rules that govern the organization and operation of the General Meeting of Shareholders of the Company. The ultimate goal is to facilitate the involvement of shareholders in the General Meeting, encouraging the transparency and publicity of procedures for the preparation, holding and development of the General Meeting, ~~and~~ defining ~~and~~, developing ~~and expanding~~ the forms of exercising the political rights of Company shareholders.

TITLE I. INTRODUCTIONGENERAL PROVISIONS

Article 1. Purpose of the Regulations

1. The purpose of these Regulations is to regulate the convening, preparation, ~~and~~ development ~~and passing and execution of resolutions~~ of the General Meeting of Shareholders, the information required for it and the attendance to its meetings, as well as the exercising of the political rights of the shareholders, in accordance with the provisions in law and the Articles of Association of the Company.

~~These Regulations develop and complement the legal and statutory rules applicable to the general meeting of shareholders,~~ which shall prevail, in the event of contradiction, with the provisions therein.

2. The purpose of the Regulations is to promote the transparency, efficiency and impulse of the debate and decision-making functions of the General Meeting of Shareholders, to guarantee equal treatment of all shareholders who are in identical conditions in relation to information, participation and exercise of the right to vote at the General Meeting of Shareholders and, in particular, to promote the participation of shareholders and their involvement in the life of the Company.

Article 1.Article 2. Interpretation

1. These Regulations shall be interpreted in compliance with the legal and statutory rules that are applicable.
2. Any doubts that may arise in relation to its interpretation and application will be resolved by the Board of Directors, except for those that may arise during the General Meeting of Shareholders, which will be resolved by the President of the General Meeting of Shareholders.

TITLE II. THE GENERAL MEETING: TYPES AND COMPETENCES

Article 2.~~Article 3.~~ Validity and amendment~~Validity and modification~~

~~These Regulations are approved by the General Meeting of Shareholders of the Company, Regulations are in force indefinitely, coming into force the day after the date of admission to official trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Spanish Stock Market Interconnection System (SIBE), being and will be applied to General Meetings that are called after the date of entry into force of these Regulations, their approval or, where appropriate, modification.~~

Article 4. Publicity

~~After its approval, these Regulations will be communicated to the National Securities Market Commission and registered in the Mercantile Registry. Likewise, it will be included published on the Company's website once the Company's shares are listed.~~

TITLE II. THE GENERAL MEETING: TYPES AND COMPETENCES

Article 3.~~Article 5.~~ The General Meeting

1. The General Meeting of Shareholders is the highest decision body of the Company on matters specific to its competence, in which all the duly summoned shareholders meet to debate and decide, by the majorities required in each case, the matters within their competence, or to be informed about those other matters that the Board of Directors or the shareholders consider appropriate in the terms provided by law.
- ~~2.~~ ~~The General Meeting of Shareholders duly convened and incorporated, shall represent a~~ All shareholders ~~and all~~ shall be subject to its resolutions, ~~with regards to matters specific to its competence,~~ including ~~for~~ dissidents and those that did not take part in the meeting, regardless of the legally established rights to challenge.

Article 4.~~Article 6.~~ Types of Meetings

1. The General Meetings of Shareholders may be ordinary or extraordinary.
2. The ordinary General Meeting of Shareholders shall necessarily meet within the first six months of each fiscal period, to, in case, censor approve the Ccompany management, ~~approve, if appropriate,~~ the financial statements of the previous year and resolve on the application of earnings, regardless of its competence to discuss and decide on any other matter included in the agenda. The ordinary General Meeting of Shareholders will be valid even if it has been called or is held after the deadline.

3. Any General Meeting of Shareholders not defined in the previous paragraph shall be considered as an extraordinary General Meeting of Shareholders ~~and shall meet when convened by the Board of Directors of the Company on its own initiative or on request of shareholders representing at least three percent (3%) of the share capital.~~

Article 5.Article 7. Competences of the General Meeting

The General Meeting of Shareholders shall have the competence to resolve on all matters that it has been legally or statutorily attributed. In particular, and as an example, it is responsible for:

- a) Approving the annual accounts, allocating the year's income and approving the corporate governance of the Board of Directors.
- b) Appointing, renewing and discharging Directors, as well as ratifying the Directors appointed by co-option.
- c) Approving the remuneration policy of the Directors.
- d) Approving the systems of retribution of the Directors of the Company consisting of granting shares or rights over shares or referred to the value of the shares.
- e) Waiver to the Directors of the prohibitions of their duties of loyalty, when the authorization shall be legally granted by the General Meeting, as well as the waiver of the duty of no competition of the Directors with the Company.
- f) Appointing, renewing and discharging auditors.
- g) Amending these Bylaws.
- h) Capital increase and reduction.
- i) Delegation on the Board of the authority to increase the share capital. In this case, the Board could be also entitled to exclude or to limit the preferential subscription rights on the terms established at the applicable law.
- j) Delegation on the Board of the authority to execute a capital increase already resolved by the General Meeting, according to the terms established at the law, establishing the date or dates of its execution and establishing the conditions of the increase in what not resolved by the General Meeting of Shareholders.
- k) Excluding or limitating the preferential subscription rights.
- l) Authorization for the derivative acquisition of own shares.

- m) Re-structurization, merger or split up or the global assignment of assets and liabilities and the change abroad of the Company address.
- n) Dissolution of the Company and appointment and discharge of liquidators.
- o) Approval of the final liquidation balance sheet.
- p) Issuance of bonds and another marketable securities and the delegation on the Board of Directors of the authority to issue then, as well as the exclusion or limitation of the right of the preemptive subscription right, according to the applicable normative.
- q) Carrying out actions of responsibility before the directors, auditors and liquidators.
- r) Approval and amendment of the Regulations of the General Meeting of Shareholders.
- s) Transfer to independent entities of essential activities executed by the Company, even when the Company is the sole owner of those entities.
- t) Acquisition, disposal or contribution to another Company of essential assets of the Company.
- u) Approval of operations equivalent to the liquidation of the Company.

The General Meeting of Shareholders shall resolve, additionally, about any other item that the Board of Directors or the shareholders may submit, on the terms and requirements established on the applicable law.

The General Meeting of Shareholders may only issue instructions to the Board of Directors or to submit to its authorization the adoption by such body, resolutions on management matters through agreements that comply with the requirements of information and majority of statutory modifications.

TITLE III. CONVENING AND PREPARATION OF THE GENERAL MEETING

Article 8. Convening of the General Meeting

1. Regardless of the provisions established in the ~~law Capital Companies Act~~ regarding the Universal Meeting and ~~the convening mention of item 3 of this article~~~~court notification~~, the General Meetings of Shareholders shall be convened by the ~~governing body~~Board of Directors whenever it considers it necessary or convenient for the corporate interest and, in any case, on the dates or periods determined by law or the Articles of Association.
2. The ~~Board of Directors governing body~~ shall also convene the ordinary General Meeting ~~to meet necessarily within the first six months of each~~

~~fiscal period. The ordinary General Meeting shall be valid even if convened or held after the deadline.~~

~~The governing body shall also convene it:~~

- (i) On request of shareholders that hold, at least, three percent (3%) of the share capital, expressing in the request the matters to transact in the General Meeting. In this case, the General Meeting shall be convened to be held within the following two months to the date on which the ~~governing body~~ Board of Directors was required via notary to convene the meeting. Furthermore, the ~~governing body~~ Board of Directors shall include in the agenda the item or items that were subject of the request; or
- (ii) In the event of a takeover bid over shares issued by the Company, in order to inform the General Meeting of Shareholders on the takeover bid and to deliberate and resolve on the matters submitted for its consideration.

3. ~~If the ordinary General Meeting of Shareholders was not convened within the legal period indicated herein, it may be done so on request of any shareholders and, with the previous audience of the members of the governing body~~ Board of Directors, by the ~~First Instance Judge Judicial Clerk or Trade Register~~ of the registered address of the Company, who shall also appoint the Chairperson and Secretary person that shall Chair for the General Meeting. This same call shall be made with regards to the extraordinary General Meeting, when the Board of Directors had not attended the request made requested by shareholders holding the percentage of capital referred to in paragraph 2.(i) above.

Article 9. Announcement of call

1. The call, both for ordinary and extraordinary General Meetings of Shareholders shall be performed at least via announcement published in the *Official Gazette of the Company Register* or in one of the newspapers of greater distribution in Spain, in the Company website (www.tecnicasreunidas.es) and the website of the National Securities Market Commission, with a minimum advance notice legally established to hold the meeting. Optionally, the Board of Directors may publish this call in other media, if so considered appropriate to provide greater publicity or distribution.
2. The announcement shall include the name of the Company, the date and time of the meeting, its place, if it is ordinary or extraordinary, the agenda, including in a clear and concise manner all the matters to be discussed, ~~and~~ the position of the person or people making the call, ~~as well as~~ the date on which shareholders must have recorded in their name the shares to participate and vote at the General Meeting, the place and the way to acquire the full text of the documents and proposed resolutions and the address of the Web page of the Company where the information shall be made available.

Additionally, the announcement shall include clear and precise information of the actions that shareholders shall take in order to participate and issue their vote at the General Meeting, with the detail requested by the applicable legislation at that time.

At The announcement it may also, if appropriate, set forth the date on which the General Meeting of Shareholders shall proceed upon second call. Between the first and the second call there must at least be (24) hours difference. If the general meeting, duly called, is not held on first call and no date has been indicated in the notice for convening on second call, the latter must be announced, subject to the same announcement requirements as the notice of call to the first meeting, within fifteen days after the date of the meeting not held and at least ten days prior to the date of the meeting.

~~The General Meeting of Shareholders shall be held in the municipality where the Company has its registered address. However, the Board of Directors may resolve that the General Meeting of Shareholders be held in another place when considered appropriate to facilitate its development and this circumstance is indicated in the call. If the call should indicate the place where the General Meeting shall be held, it shall be understood it is to be held at the registered address.~~

~~The announcement shall also include a mention of the right of shareholders to be represented in the General Meeting by another person, even if not a shareholder, and the requirements and procedures to exercise this right, as well as the right of information that assists shareholders and the form to exercise it.~~

~~The governing body shall include in the call a mention to the specific remote communication resources that shareholders can use to exercise or delegate their vote, as well as the instructions they shall necessarily follow to do so.~~

Article 10. Right to complete the agenda and to present new proposals of resolutions

1. Shareholders representing at least three percent (3%) of the share capital, may request a supplement be published to the call for an ordinary General Meeting of Shareholders to include one or more points in the agenda, as long as these new points are accompanied by a justification or, if appropriate, a justified resolution proposal. The exercising of this right shall be done through acknowledgement of receipt, which must be received at the registered address within five days after the publication of the call. This right may not be exercised for extraordinary meetings under any circumstance.

The supplement of the call must be published at least fifteen days before the date established for the meeting of the General Meeting of

Shareholders, at least in the same media, including the Official Gazette of the Mercantile Registry, in which the original call.

The lack of publication of the supplement of the call summons in the legally established term will be cause of challenge of the General Meeting of Shareholders.

2. Shareholders who represent at least three percent (3%) of the share capital will be entitled to put forward, in the same term mentioned on the previous item, justified proposals of resolution about matters already included or which must be included in the agenda of the meeting called.

~~The supplement of the call shall be published with an advance of fifteen days at least from the established date of the General Meeting of Shareholders, at least, in the same media, including the Official Gazette of the Company Register, in which the original call was published.~~

~~The non publishing of the supplement of the call within the legally established deadline shall be cause for contesting of the General Meeting of Shareholders.~~

~~The Board of Directors may request the presence of a Notary to attend the General Meeting of Shareholders and issue the minutes of the meeting. It shall do so when the circumstances set forth in applicable legislation concur.~~

~~Should the General Meeting of Shareholders duly convened not be held on first call, nor should the date for the second call have been announced, such shall be announced with the same publicity requirements as the first, within the following fifteen days after the date of the General Meeting not held and at least ten days in advance of the date of the meeting.~~

Article 6. Article 11. Provision on information ~~on the Company website~~ from the date of publication of the call

1. From the ~~date of~~ announcement of the call and until the celebration of the General Meeting of Shareholders, the Company website shall also ~~include publish continuously, at least, any information considered useful or convenient to facilitate attendance and participation of shareholders during the General Meeting, including when appropriate and as an example,~~ the following information:

- (i) The announcement of call.
- (ii) The total number of shares and voting rights on the date of the call, broken down by type of share, should they exist.
- (iii) The documents that must be subject to presentation at the General Meeting and, in particular, the reports from management, account auditors and independent experts.

- (iv) The complete texts of agreement proposals for each and every one of the items on the agenda or, with regards to those merely informative items, a report from the competent bodies, discussing each one of the items. As and when they are received, the resolution proposals presented by shareholders shall also be included.
- (v) In the event of proposing to the General Meeting of Shareholders the appointment, ratification or re-election of members of the Board, the they identify, curriculum and category of each one of them ~~shall be informed~~, as well as the proposals and reports legally required. ~~In the case of being a legal entity, the information shall include that corresponding to the legal entity that will be appointed to permanently exercise the functions of the job.~~
- (vi) The forms to be used for voting via representation and from a distance, unless when the Company ~~should decide to~~ sends them directly to each shareholder. In the event they cannot be published on the website for technical reasons, the Company shall indicate on it how to obtain the forms on paper, which it shall provide to all shareholders that requests it.
- (vii) The procedure for obtaining the attendance card, delegation and proxy-voting.
- (viii) The instructions to exercise or delegate the distance vote using the resources that have been defined, ~~if appropriate,~~ in the call.
- (ix) The information on the place where the General Meeting shall be held and how to get there and access it.
- (x) The information, if applicable, on systems or procedures that facilitate monitoring the General Meeting of Shareholders; and
- (xi) The information on how shareholders can exercise their right to information ~~(post, e mail and, if applicable, other analogous data); and-~~ and-
- (xii) All the information that is legally necessary or deemed useful or convenient to facilitate the attendance and participation of shareholders at the General Meeting.

2. In addition, in order to facilitate communication of shareholders prior to holding the General Meetings of Shareholders, an Electronic Forum of Shareholders shall be made available on the website of the Company from the call the content of which shall be defined by applicable regulations, which shall be accessible, with the guarantees and under the terms considered appropriate by the Board of Directors, by individual shareholders and voluntary associations of shareholders that may be created.

3. Regardless of the above, as of the date of publication of the call for the General Meeting of Shareholders, any shareholder may examine at the registered address the documentation relative to the matters included in the agenda that must be made available as per the law and the Articles of Association. In addition, in the legally applicable cases, shareholders may request the provision or free sending of the complete text of the documents made available to them.

Article 12. Right to information prior to holding the General Meeting of Shareholders

1. As of the same day of publication of the call of the General Meeting of Shareholders until the fifth day prior to the scheduled date of the Meeting, inclusive, shareholders may request information or clarifications they estimate necessary regarding the matters included in the agenda, or formulate in writing the questions they consider pertinent. In addition, with the same advance and form, shareholders may ask the directors for clarifications considered necessary regarding the information accessible to the public that have been provided by the Company to the National Securities Market Commission as of the date of the last General Meeting of Shareholders and regarding the auditor report.

~~The Board of Directors shall be obliged to provide in writing the information requested before the day of the General Meeting of Shareholders.~~

2. Requests for information may be performed by provision of the request at the registered address, or by sending it to the Company through post or other electronic means of communication addresses to the address specified in the corresponding call for meeting or, if not specified, to the Shareholder Office. Requests containing the legally established electronic signature of the requestor shall be accepted, or other mechanisms that, through agreement adopted for such purpose in advance that the Board of Directors considers provide suitable guarantees of authenticity and identification of the shareholder exercising its right to information.

Regardless of the resources used to issue requests for information, the request from the shareholders must include their names and surnames, accrediting the shares they own, so that this information can be compared with the list of shareholders and the number of shares in their name provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (~~Systems Company or~~ Iberclear), for the General Meeting in question. The shareholder shall have to provide evidence of having sent the request to the Company in form and time. The website of the Company shall detail the pertinent explanations for the exercising of the right of information of shareholders, under the terms set forth in applicable regulations.

3. Requests for information regulated in this article shall be answered in writing, once the identity and condition of the requesting shareholder have been verified, before the day of celebration of the ~~before the~~ General Meeting of Shareholders.

4. Directors shall be required to provide the information in writing, before the day of the General Meeting, except in the cases in which:
 - (i) The information requested is unnecessary for the tutelage of shareholder rights, there are objective reasons to consider it could be used for extra-company purposes or its publicity could hinder the Company or related companies.
 - (ii) The request for information or clarification does not refer to matters included in the agenda or information accessible to the public provided by the Company to the National Securities Market Commission since the previous General Meeting of Shareholders.
 - (iii) The information or clarification requested is considered abusive.
 - (iv) It is the result of legal or regulatory provisions of court rulings;~~or~~

However, the exception indicated in (i) above shall not apply when the request is supported by shareholders representing at least twenty five percent (25%) of share capital.
5. ~~When~~^wWhen, prior to the ~~if~~^{is} formulation of a specific question, the information requested is available in a clear, express and direct form for all shareholders on the website of the Company in a question-answer format, the Board of Directors may limit the reply to a reference to the information provided in said format.

~~However, the exception indicated in (i) above shall not apply when the request is supported by shareholders representing at least twenty five percent (25%) of share capital.~~
6. The Board of Directors may provide any of its members, ~~the Chairmen of the Commissions reporting to it~~ or its Secretary or any other person they deem appropriate, so that, on behalf and in representation of the Board, respond to the requests for information raised by shareholders.
7. The means to ~~process~~^{send} the information requested by shareholders shall be the same through which the corresponding request was formulated, unless the shareholder should specify a different one among those declared ideal in accordance with those defined herein. In any case, ~~directors may process~~ the information in question may be sent via certified post with acknowledgement or receipt or via bureau fax.
8. Valid requests for information, clarifications or questions made in writing and the responses provided in writing by the Board shall be added to the website of the Company.

TITLE IV. HOLDING OF THE GENERAL MEETING

Chapter I: Attendance and representation

Article 13. Right of attendance

1. Shareholders owning at least fifty (50) shares shall have right of attendance ~~be entitled to attend to~~ General Meetings when these are registered in their name in the corresponding register of annotations on account at least five days in advance of the General Meeting of Shareholders. When shareholders exercise their voting right using the distance communication means, under the terms established in article 17 ~~of the Articles of Association and in 24 of these Regulations~~, this condition shall also be met at the time of issuance.
2. Shareholders owning less than fifty (50) shares may group for the purposes of exercising their right of attendance and vote in General Meetings of Shareholder conferring their representation to one of them.
3. In addition, in order to attend the General Meeting, shareholders must obtain the corresponding attendance, delegation and proxy-voting card, the certificate issued by the entity participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (~~Systems Company or~~ Iberclear), applicable at the time or document that legally accredits them as shareholders.
4. Any shareholders attending in person, or through their representative, at the place of the General Meeting on the day defined for it, shall present their attendance, delegation and proxy-voting card as defined herein. Furthermore, any shareholders wishing to vote using distance communication means shall accredit their identity and shareholder condition in the form determined by the Board of Directors governing body in the call.
5. Likewise, those shareholders who wish to vote by remote means of communication must prove their identity and shareholder status in the manner determined by the governing body Board of Directors in the call.

Article 14. Presence of third parties at the General Meeting

1. The members of the governing body Board of Directors of the Company shall attend the General Meetings that may be held, although the fact that any of them does not attend for any reason shall not prevent in any case the valid constituting of the Meeting or it being held.
2. ~~If applicable, on~~ On occasion of the ordinary General Meeting, the Chairman of the Audit and Control Commission, of the Appointments and Remunerations and of the Management and Risks Commission and, if applicable, of the remaining committees of the Board of Directors, ~~the~~ shall may inform shareholders on the main activities ~~it has~~ carried out by these Commissions during the last financial year.

3. The Chairman of the General Meeting may authorize the attendance of executives, managers and technicians of the Company, as well as of other persons that, in their judgement, may have an interest in the good progress of company matters.

In order to promote the broadest distribution of the development of the meetings and resolutions adopted, the Chairman may facilitate access to the General Meeting for the media and financial analysts.

The General Meeting of shareholders may also be attended by persons that the Chairman of the Board of Directors has invited.

4. Regardless of the provisions in the previous ~~paragraphs~~~~paragraphs~~, the General Meeting may revoke the authorizations issued by the Chairman to third parties to attend the meeting.

Article 15. Right of Representation

1. Regardless of the attendance of shareholders that are legal entities through who have the power of representation, any shareholder with the right to attend may be represented in the General Meeting by another person, even if not a shareholder.
2. In addition, shareholders owning less than fifty (50) shares may be grouped for the purposes of exercising their right of attendance and voting in General Meeting conferring their representation to one of them.
3. The representation is always revocable. In order to be opposable, the revoking must be notified to the Company under the same terms set forth for notifying the appointment of the representative. ~~As a general rule, and whenever the certainty of the date can be accredited, the last action carried out by the shareholder before the General Meeting shall be considered as valid. Should such certainty not exist, the vote of the shareholder shall prevail over the delegation.~~ In any case, personal attendance at the General Meeting of the shareholder represented, physically or by proxy-voting, party shall be considered as revoking the representation. The representation will also be without effect due to the sale of the shares that the Company has knowledge of.
4. Representation may be conferred especially for each General Meeting, in writing or using the distance communication means whose usage may have been defined by the ~~governing body~~Board of Directors expressly in the call, whenever the requirements defined in said call are fulfilled and, in any case, duly guaranteeing the identity of the represented party and the representative and the security of the electronic communications.
5. ~~Regardless of the provisions set forth in section 187 of the Capital Companies Act, representation, which shall be special for each General Meeting, shall be conferred in writing.~~ When the representation is

conferred using distance communication means, only the following shall be considered valid:

(i) Through delivery or postal correspondence, submitting the attendance, ~~or~~ delegation and proxy-voting published on the web site of eard to the Company or issued by the entity or entities in charge or managing the register of annotations on account or by the depositary entities duly signed and filled in by the shareholder or other written means that, in the opinion of the Board of Directors in prior resolution adopted to such purpose, allows duly verifying the identity of the shareholder that confers its representation and that of the delegate it appoints.

(ii) Through electronic communications means, including an electronic copy of the attendance and delegation card, duly guaranteeing the representation being assigned and the identity of the represented party. Representation granted by these means shall be admitted when the electronic document conferring such representation includes a legally recognized electronic signature used by the represented party or another type of identification that, through resolution adopted for such purpose in advance, the Board of Directors considers provides suitable guarantees of authenticity and identification of the shareholder conferring its representation.

6. For validity, the representation conferred by any of the means of distance communication mentioned in paragraphs (i) and (ii) above shall be received by the Company before midnight of the third day prior to the day of the General Meeting on first call. The Board of Directors may establish a shorter period in compliance with the provisions set forth in the Articles of Association.

7. In addition, the documents stating the representations for the General Meetings shall include at least the following mentions:

(i) Date that the General Meeting will be held and the Agenda.

(ii) Identity of the represented party and the representative. If not specified, it shall be understood that the representation was granted in favour of the Chairman of the Board of Directors or his substitute.

(iii) Number of shares owned by the shareholders granting the representation; and

(iv) Instructions in the voting sense of the shareholder granting the representation in each one of the items on the Agenda. If not specified, it shall be understood that the instruction made by the represented party is to vote in favour of the proposals of the Board of Directors.

8. The Chairman, Secretary of the General Meeting or persons appointed by them, shall be considered to have the power to determine the validity of

representations conferred and the fulfilment of attendance requirements to the General Meeting.

9. The power of representation shall be understood regardless of the provisions established in Law for the cases of family representation and granting of general power.

Article 7-~~Article 12.~~ Public request for representation

10. In the cases in which the directors of the Company, the security depositary companies or those in charge of registering annotations on account request the representation for them or for another and, in general, whenever such request is formulated publicly, the rules contained in the ~~Capital Companies Act and other~~ applicable regulations shall be applied. In particular, the document containing the representation shall include, in addition to the mentions set forth in ~~paragraph 7Article 12~~ above, the indication in the sense in which the representative shall vote if precise instructions are not provided, subject in any case to provisions set forth in Law.

11. In particular, in the event that the directors, or another person on account or on behalf of any of them, should have formulated a public request of representation, the director that obtained it may not exercise the voting right corresponding to the actions represented in the items of the agenda in which he is in conflict of interest, unless he has received from the represented party specific voting instructions for each one of the items as per applicable legislation. In any case, it shall be understood that the director is in conflict of interest with regards to the following decisions:

- His appointment, re-election or ratification as director.
- His destitution, separation or dismissal as director.
- The exercising against him of corporate responsibility actions.
- The approval or ratification, when applicable, of Company transactions with the director in question, companies under his control or that he represents or persons that act on his account.

12. In this case, the delegation may also include those items that, even if not set forth in the agenda of the call, shall be discussed as it is allowed in Law, during the meeting, applying to these cases the provisions set forth in the previous ~~paragraph~~section.

13. It shall be understood there was a public request for representation when one same person holds the representation of more than three shareholders.

Article 16. Attendance, proxy and remote voting cards

1. The Company may propose to the Iberclear participating entities and to intermediaries and management and depository entities in general, the model for the attendance, proxy and voting card, as well as the way in which this document should be adapted to enable the appointment of a proxy for the meeting. This will allow the stipulation, in the absence of specific instructions from the shareholder represented, of the way the proxy will vote with respect to each of the proposals for resolutions made by the Board of Directors for each item on the agenda of the notice of meeting. The attendance, proxy and voting card may also stipulate the identity of the proxy and any substitute(s) for the proxy in the event of a conflict of interest, in the absence of an express designation by the shareholder represented.

The Company will endeavour to ensure that the cards issued by such entities are uniform and incorporate a bar code or other system that allows their electronic or telematic reading, to facilitate the electronic counting of attendees at the meeting.

2. Proxy appointments and voting instructions from shareholders acting through intermediaries and management or depository entities may be sent to the Company through any valid system or means of distance communication, signed by the shareholder or the entity. Entities may group the instructions received from the shareholders and send them in bulk to the Company, indicating these instructions. This must all be carried out in accordance with the law.
3. When an intermediary or technical, management or depository entity sends the Company the attendance, proxy and voting card, or means of verification of a duly identified shareholder, with the entity's signature, seal and/or stamp, it will be understood, unless expressly stated otherwise by the shareholder, that the shareholder has instructed this entity to exercise the right to appoint a proxy or vote, as appropriate, following the voting instructions indicated on the card or means of verification of representation or vote, and following the provisions of these Regulations in the event of any doubt about these instructions, always in accordance with the provisions of the law.
4. For any aspect of proxy appointment and remote voting which is not specifically regulated in this article, the other rules included in the Articles of Association and these Regulations will apply, as well as any that are established by the Board of Directors in the implementation of these rules. The Company will in all cases remain disassociated from relationships between financial intermediaries and their clients with respect to those that have custody of or manage Company shares.

Chapter II: Venue and organisation

Article 17. Venue for the General Meeting~~**Planning, resources and location of the General Meeting of Shareholders**~~

1. The General Meeting will be held in the municipality where the Company's registered offices are located. Nevertheless, the Board of Directors may agree to hold the General Meeting in any other place

within Spanish territory when this is considered to facilitate its taking place, and when this circumstance is indicated in the notice of meeting.

2. The General Meeting will be held in the place set on the call. If the venue is not indicated in the notice of meeting, it will be understood that the General Meeting will take place at the Company's registered office.
3. Attendees may participate in the General Meeting by going to the meeting venue or, when indicated in the notice of meeting, to a supplementary venue made available for this purpose by the Company, which will be connected to the main venue through systems enabling real-time recognition and identification of the attendees, ongoing communication between them and participation in and casting of votes and, therefore, the continuity of the act. Attendees at any of these venues will be considered attendees at the same single meeting, which will be understood to be held where the main venue is located.

Article 18. Planning, and means and place of location of the General Meeting

1. The governing body Board of Directors may decide, depending on the circumstances, on the use of means or systems that facilitate a greater and better monitoring of the General Meeting or a broader publicising of its development.

Specifically, the governing body Board of Directors may:

- (i) Provide simultaneous translation mechanisms.
 - (ii) Establish access control, surveillance, protection and security measures that may be appropriate; and
 - (iii) Adopt measures to facilitate access to shareholders with disabilities to the hall where the General Meeting will be held.
2. An audiovisual recording may be made of the General Meeting in order to promote the wider dissemination of its proceedings. The proceedings of the General Meeting may also be broadcast by any means, including by video on the Internet and on social media. All of this will be at the decision of the Board of Directors.
3. In the room or rooms where the General Meeting will be held, attendants may not use photography, video, recording, mobile phone or similar devices, unless allowed by the Chairman. Control mechanisms may be established in the access that facilitates the fulfilment of this provision.
4. The provisions regarding the organization and, in general, the development and holding of the General Meeting will apply both to the main place and, where appropriate, to accessory places.

Chapter II: Constituting of the General Meeting

Article 19. Opening of the venue and register of shareholders

1. In the place and on the date scheduled for the holding of the General Meeting, on the first or second call, and as of two hours before the time announced for the beginning of the meeting (unless otherwise specified in the notice of meeting), shareholders or their proxies may present their respective attendance, proxy and remote voting cards and, where appropriate, the documents verifying their appointment as proxy to the personnel responsible for shareholder registration. Attendance, proxy and remote voting cards and proxy documentation presented to the personnel responsible for shareholder registration after the time established for the start of the General Meeting will not be accepted.
2. The registration of attending shareholders, both present and represented by proxies, will be carried out by the persons designated to this effect by the Secretary, using the technical means considered appropriate.
3. Once the presentation of attendance, proxy and remote voting cards has been closed, any shareholders or proxies arriving late at the General Meeting will be issued with invitations to follow the proceedings of the meeting if they wish to do so (either in the room where the General Meeting is being held or in an adjoining room if the Company considers it advisable to avoid confusion), but neither these shareholders nor proxies (nor the shareholders they represent) will be included in the list of attendees, nor will they be able to exercise the corresponding rights.

Article 20. Table of the General Meeting of Shareholders

1. The Table of the General Meeting shall comprise of the Chairman and Secretary and the members of the ~~governing body~~ Board of Directors of the Company.
2. The General Meeting shall be chaired by the Chairperson of the Board or, in his absence, by the First or Second Vice-Chairperson, and in the absence of the Chairperson or Vice-Chairperson, by the ~~member of the Board of Directors designated by the General Meeting and in the case of non attendance of any member of the Board of Directors, by the shareholder~~ o representative of the shareholder chosen by the Chairperson~~lected in each case by the shareholders attending the meeting.~~
3. The Chairperson shall assisted by a Secretary, ~~a Vice-Secretary or both.~~ The Secretary of the Board of Directors shall be the Secretary of the General Meeting and, if this person does not attend personally, by the Vice-Secretary. In their defect, the acting Secretary shall be the shareholder or representative of the shareholder designated for such purpose by the Chairperson.

~~The Chairman, even when present in the session, may entrust the moderation of the discussion to the Secretary to the member of the governing body he considers appropriate. Furthermore, the Chairman may be aided, if he so requires, by any expert he considers appropriate.~~

4. ~~Regardless of the provisions set forth in the Articles of Association, the Chairperson shall open the session, declare the General Meeting to be validly constituted, resolve any doubts or complaints about the agenda and list of attendees, the ownership of shares, the delegations or appointments of proxies, direct and establish the order of deliberations and interventions and the times assigned to them as set forth herein, put an end to discussions when he estimates the subject has been sufficiently discussed, establish the voting systems and order voting, determine the system for scrutinising and counting the votes, resolve any doubts that may arise regarding the agenda and the list of attendants, proclaim the approval of resolutions, adjourn the session and, if applicable, resolve its suspension and, in general, exercise any power, including those of order and discipline, that may be necessary to better order the development of the meeting, even excluding anybody disturbing the normal development of the meeting, including the interpretation of the provisions established herein.~~
5. ~~If the Chairperson or Secretary has to absent themselves during the General Meeting, their substitution for the performance of their functions will proceed as provided for in the preceding paragraphs of this article.~~
6. ~~Even when the Chairperson is present at the meeting, they may entrust the Secretary or an appropriate member of the Board of Directors to lead the debate. The Chairperson may also be assisted, at their discretion, by any relevant expert.~~

Article 21. Register of shareholders

~~In the place and day defined to hold the General Meeting, on first or second call, and from two hours before the time announced for the start of the meeting (unless otherwise specified in the announcement of the call), shareholders or those validly representing them may present to personnel in charge of registering shareholders their respective attendance cards and, if applicable, the documents that accredit the representation they have been conferred. Attendance cards and representation documents shall be rejected for those presented to personnel in charge of registering shareholders after the established time for the start of the General Meeting.~~

~~The register of shareholders present and represented concurring to the meeting shall be managed by persons designated for such purpose by the Secretary making use, if applicable, of the technical resources considered most appropriate.~~

~~Shareholders casting their vote remotely, in the measure and as per the provisions established in the Articles of Association and these Regulations~~

~~shall be taken into account for the purposes of constituting the General Meeting as present.~~

Creation of the list of attendants

1. ~~Once the registration process of attendance, and representation and remote-voting cards has been completed and the presiding panel is sitting, a list of attendants shall be created confirming the existence of sufficient quorum, stating the category or representation for each and the number of own or other shares which are in attendance. At the bottom of the list, the number of shareholders present or represented will be determined, as well as the amount of share capital held by them, specifying the amount corresponding to shareholders with voting rights.~~

~~Once the discussion of the first item on the agenda has started, shareholders or, if appropriate, their representatives arriving late to the place of the General Meeting, shall be provided an invitation to, whenever they so desire, follow the progress of the meeting (in the same room or, if considered appropriate by the Company to avoid confusions during the General Meeting, in an adjacent room where they follow it), however neither said shareholders or representatives (or their represented) shall be included in the list of attendants.~~

~~At the place, day and time defined for the meeting, on first or second call, depending on the case, once the Table has been constituted and the list of attendants created, the General Meeting shall start.~~

~~First, the Secretary shall read the legal call of the meeting. Next, the Secretary, shall publicly read the global data resulting from the list of attendants, specifying the number of shareholders with voting rights that are present (including those that, if appropriate, have exercised a distance vote) and represented concurring to the meeting, the number of shares corresponding to each one and the percentage of capital their represent, specifying, when applicable, that corresponding to shareholders with voting rights. Next, the Chairman shall declare the General Meeting to be validly constituted on first or on second call, as applicable.~~

~~Having declared the constituting of the General Meeting and regardless of their right to make any statements they consider appropriate during their turn of interventions, concurring shareholders may ask the Notary (or, in his defect, the Secretary), for the due recording in the minutes of the General Meeting of any reserve or protest they may have regarding the valid constituting of the General Meeting or regarding the global data of the list of attendants that has been read publicly, without it involving any delay, interruption or postponement in the normal development of the meeting.~~

2. Should the list of attendants not be provided at the start of the minutes of the General Meeting, it shall be attached in an appendix signed by the Secretary of the General Meeting and signed off by the Chairman. The list of attendants may also be created in a file or added in electronic form. In these cases, the media used shall be consigned in the minutes and the appropriate diligent identification shall be made on the sealed cover of

the file or media signed by the Secretary of the General Meeting and signed off by the Chairman.

Article 22. Constitution of the General Meeting

1. The General Meeting will be validly constituted, on the first call, when the shareholders present or represented hold at least twenty-five percent (25%) of the subscribed capital with voting rights. On the second call, the meeting will be validly constituted regardless of the share capital in attendance.
2. In order for a General Meeting, whether Annual or Extraordinary, to make valid resolutions on the issuance of debt securities, the abolition or limitation of the pre-emptive right to acquire new shares, the increase or reduction of share capital, the transformation, merger or divestiture or global assignments of assets and liabilities, the transfer abroad of the registered offices and, in general, any amendment of the Articles of Association, the attending shareholders, present or represented, on the first call, must hold at least fifty percent (50%) of the subscribed capital with voting rights. On the second call, the attendance of twenty-five percent (25%) of the share capital will be sufficient.
3. Absences that occur after the General Meeting is constituted will not affect its validity.

Article 23. Opening of the meeting

1. The General Meeting will begin, at the place and on the date and time fixed for the first or second call, as appropriate, once the presiding panel is sitting and the list of attendees has been drawn up.
2. Firstly, the Secretary will read out the notice of meeting. Next, the Secretary will publicly read out the overall data from the list of attendees. The Secretary's statement on the list of attendees may be made on a provisional basis for the purpose of ensuring that a quorum is reached for the valid constitution of the General Meeting. In all cases, the list must be closed and the quorum must be definitively determined before voting can begin on the proposals for resolutions corresponding to the items on the agenda of the General Meeting.

The Chairperson will then declare the General Meeting validly constituted, on the first or second call, as appropriate.

3. Once the General Meeting has been declared validly constituted, and without prejudice to their right to make such statements as considered appropriate during their turn to speak, the shareholders in attendance may express to the Notary (or, in their absence, to the Secretary), to be duly recorded in the minutes of the General Meeting, any reservation or protest concerning the valid constitution of the General Meeting or the overall data from the list of attendees which was previously read out, without delay, interruption or postponement of the normal proceedings of the meeting.

Chapter IIIV: Turn to speak of shareholders

Article 24. Speak requests

1. Once the General Meeting has been constituted and in order to organize the turns to speak, the Chairperson shall ask shareholders wishing to speak in the General Meeting and, if applicable, request information or clarifications with regards to matters included in the agenda or formulate proposals, to address the Notary (or, in his defect, the Secretary) or, by indication of these, to personnel aiding them, expressing their name and surname, number of shares they hold and represent.
2. Should the shareholder (or representative) aim to ask to have his intervention literally included in the minutes of the General Meeting, he shall do so in writing, at the time of identification, to the Notary (or, in his defect, the Secretary) or, by their indication, to personnel assisting them, in order to proceed to compare it at the time of the shareholder's turn.
3. The turn of shareholders shall be opened once the Table has the list of shareholders wishing to speak, after the works or reports that, if appropriate, the Chairperson, the Chairperson of the various Commissions reporting to the Board, other members of the governing body or any other persons designated for such purpose by it have addressed the attendants, and in any case, before the discussion and voting on the matters included in the agenda.

Article 25. Shareholder participation

1. Participations by shareholders shall take place in the order they are called for such purpose by the Table, after the speaking turns have been defined by the Chairman. During the participation turns, shareholders that asked in writing shall have priority.
2. In the exercising of his power to order the development of the General Meeting, and regardless of other actions, the Chairman may:

 - (i) Determine the maximum time assigned to each intervention, which shall initially be the same for all and, initially, 3 minutes.
 - (ii) Agree, if applicable, on the extension of time initially assigned to each shareholder for their turn or reduce it, depending on the purpose and content of their participation.
 - (iii) Limit the speaking time of shareholders when he considers it is a subject that has been sufficiently discussed.
 - (iv) Request participating shareholders to clarify matters that have not been sufficiently explained during their intervention.

(v) Moderate the participation of shareholders so that they limit to matters specific to the General Meeting or abstain from making inappropriate statements or from exercising their right in an abusive or obstructive manner.

(vi) Warn participants they are near to completing the time of their turn so they can adjust their speech and, after the time granted for their intervention or should the behaviours described in (v) above persist, cancel their turn.

(vii) Should it be considered their intervention could alter the normal development of the meeting, ask them to leave the premises and, if applicable, adopt, for it, the necessary auxiliary measures; and

(viii) Should any participant wish to reply, grant or not, as considered appropriate, the right to take the floor.

Article 26. Right to information during the General Meeting

1. During the speaking turn, ~~all the~~ shareholders may verbally ask for information or clarifications ~~deemed considered~~ appropriate regarding the matters included in the agenda. ~~Likewise, they may request the clarifications that they deem appropriate,~~ regarding the information available to the public that the Company has provided to the National Securities Market Commission since the last General Meeting and regarding the auditor report. For this, they must have previously identified themselves as established in ~~these Regulations article 20 above.~~
2. The Board of Directors shall be required to provide the requested information according to the applicable law except when circumstances specified in Article ~~12.49~~ of these Regulations concur.
3. ~~When, prior to a specific request being made, the relevant information is clearly, expressly and directly available to all shareholders on the Company website in a question and answer format, the Board may restrict its answer to supplying this information in the given format.~~
4. The information or clarification requested shall be provided by the Chairman or, if appropriate and on his indication, by the Chief Executive Officer, the Chairmen of the Commissions under the Board, the Secretary, any director or, if convenient, by any employee or expert on the matter. The Chairman shall determine in each case, and depending on the information or clarification requested, if the most convenient for the suitable operation of the General Meeting is to provide the responses individually or grouped by subjects.
5. If it were not possible to satisfy the right of the shareholder during the General Meeting, directors shall provide the requested information to the

interested shareholder in writing within seven days after the end of the General Meeting.

Article 27. Extension and suspension of the General Meeting

1. The General Meeting may resolve its own extension during one or more consecutive days, on proposal of the directors or a number of shareholders representing at least one fourth of the share capital present at the meeting. Regardless of the number of sessions, it shall be considered that the General Meeting is unique, producing only one set of minutes for all sessions. Therefore, it shall not be necessary to reiterate in successive sessions the fulfilment of the requirements set forth in applicable legislation, in the Articles of Association or these Regulations for its valid constituting. Should any shareholder included in the list of attendants not attend any of the successive sessions, the majorities required to adopt resolutions shall continue to be determined based on the details provided in the list.
2. Exceptionally and in the event of disturbances that significantly violate the good order of the meeting or any other extraordinary circumstance that transitionally prevents or hinders its normal development, the Chairman of the General Meeting may resolve to suspend the session or move to a different venue during a suitable time, in order to seek to re-establish the necessary conditions to continue. The Chairman may also adopt any measures considered appropriate to guarantee the safety of those present and avoid the repetition of circumstances that prevent or hinder the normal development of the meeting.

Chapter IV: Voting and documenting of resolutions

Article 28. Voting using distance communication means

1. Shareholders with a right of attendance, due to being holders of at least fifty (50) shares or having grouped with others so as to jointly holding at least fifty (50) shares, may cast their vote on/about the proposals relative to items included in the agenda of any kind of General Meeting of Shareholders using any of the following distance communication means:
 - (i) Through delivery or written post correspondence, sending to the Company the attendance, proxy and remote voting card published on the web site to-of the Company or issued by the entity or entities in charge of managing the register of annotations on account or by the depositary entities duly signed and filled in (if applicable, with the voting form provided for such purpose by the Company), or other written means that, in the opinion of the Board in prior resolution adopted for such purpose, allows duly verifying the identity of the shareholder exercising his voting right.
 - (ii) Through other—distance—electronic communication means, accompanied by the electronic copy of the attendance and voting card (if applicable, with the voting form provided by the Company) whenever the

electronic document used to exercise the voting right includes a legally recognized electronic signature used by the applicant, or any other type of identification considered ideal by the Board of Directors, in prior resolution adopted for such purpose, due to fulfilling suitable guarantees of authenticity and identification of the shareholder exercising his voting right.

2. Votes issued using the systems referred to above shall only be valid when received by the Company 24 hours before the third day immediately prior to the General Meeting on first call. The Board of Directors may define a shorter period for the reception of distance votes under the terms and the requirements provided in the Articles of Association.

3. Shareholders casting their vote remotely under the terms indicated in this article shall be considered as present for the purpose of constituting the General Meeting in question. Therefore, the delegations issued previously shall be considered revoked and those conferred later shall be considered as not made.

4. Voting cast remotely referred herein may only be rendered null and void:

(i) By subsequent and express revoking made using the same means employed for the vote, and within the period established for it.

(ii) By attendance to the meeting of the shareholder that cast it.

(iii) By the same of shares that conferred the right to vote, which the Company becomes aware of at least five days before the date defined for the General Meeting.

5. The Board of Directors is empowered to develop the aforementioned provisions and establish the rules, means and suitable procedures depending on the state of technology to instrument the casting of votes and the delegation of representation using ~~electronic means~~ of distance communication, in line when required to the legal rules that develop this system and the provisions established in the Articles of Association and these Regulations. These resources and procedures shall be published on the Company's website. The Board of Directors shall adopt the precise measures to ensure that who issued the vote or delegated representation using postal or electronic correspondence is duly legitimized for it in accordance with the provisions established in the Articles of Association and herein.

6. The inclusion of distance voters in the list of attendants shall be performed integrating the electronic means where they are registered with the one containing the rest of the list. In the event the list should consist of a file of attendance cards, the inclusion shall be produced generating a document on paper containing the same information that is one the card, for each one of the shareholders that voted using electronic or telematic means, regardless of keeping the received vote on a long-lasting electronic media.

Article 29. Voting of resolution proposals

1. Once the interventions of shareholders have been completed and the information or clarifications have been provided as set forth in these Regulations, the proposed resolutions on the matters included in the agenda shall be submitted for voting and, should they exist, on any others that, by legal mandate, should not need to be included in it; the Chairman shall decide the order in which these shall be submitted for voting.

2. ~~It shall be possible to fraction the vote so that financial mediators appear legitimized as shareholders but acting on behalf of different customers, can cast their votes as per their instructions.~~

It shall not be necessary for the Secretary to read any resolution proposals that have been provided by shareholders at the start of the session, unless, for all or any of the proposals, a shareholder should request to do so or, otherwise the Chairperson should consider it convenient. In any case, attendants shall be indicated the item on the agenda that the resolution proposal being submitted for voting refers to.

3. Each one of the items on the agenda shall be submitted for voting separately. In any case, any items that are not substantially different shall be voted separately and, in particular, the appointment, ratification, re-election or separation of each director, which shall be voted individually or, in the case of modifications to the articles of association, each article or group of articles that have their own autonomy. Regardless of the above, should the circumstances advise and whenever within the legally allowed framework, the Chairperson may resolve to submit the proposals of several items on the agenda for joint voting, in which case the result of voting shall be understood individually reproduced for each proposal if none of the attendants should have expressed their will to modify the sense of their vote for any one of them. Otherwise, the vote modifications expressed by each one of the attendants and the results of the vote corresponding to each proposal as a consequences thereof shall be reflected in the minutes.

4. The process of adopting resolutions shall be developed following the agenda provided in the call. First, the proposed resolutions formulated in each case by the Board of Directors shall be submitted for voting. In any case, once a proposed resolution has been approved, all others relative to the same subject that are incompatible with it shall automatically lapse, without having to submit those to voting.

5. As a general rule and regardless that, in judgement of the Chairperson, having covered the circumstances or nature or content of the proposal, other alternative systems may be used, the vote tally of resolution proposals shall be performed as follows:

(i) Votes in favour shall be those corresponding to all shares concurring in the meeting, present and represented, deducting (a) the votes corresponding to shares whose holders or representatives express to vote against, vote blank or abstain, via communication or expression of their vote or abstention before the Notary (or in his defect, to the Secretary or the personnel assisting him), to be registered in the minutes, (b) votes corresponding to shares whose owners have voted against, blank or expressed their abstaining, through the distance communication means set referred to in the previous is Article, if applicable, and (c) votes corresponding to shares whose owners or representatives have abandoned the meeting before the voting of the resolution proposal and have recorded such abandonment before the Notary (or, in his defect, the Secretary or the personnel that might assist her).

(ii) Communications or statements to the Notary (or, in his defect, to the Secretary or assisting personnel) set forth in the previous paragraph^s and regarding the sense of the vote or abstention may be performed individually with regards to each one of the resolution proposals or jointly for several or all of them, expressing to the Notary (or, in his defect, the Secretary or assisting personnel) the identity and condition – shareholder or representative – of who performs it, the number of shares they refer to and the sense of the vote or, if applicable, the abstention; and

(iii) To adopt resolutions regarding matters not included in the agenda, they shall not be considered as concurring shares present, nor represented, those of shareholders that would have taken part in the General Meeting using distance voting means unless this means of voting has expressly provided for proposals for resolutions relating to items which are not on the agenda. In order to adopt any one of the resolutions requested by the law in respect of which directors have a conflict of interest when they are representatives of a shareholder, referred to in section 514 of the Capital Companies Act, any shares that cannot exercise the right to vote due to application of the provisions in such precept shall be understood as not represented or present.

6. For each resolution submitted to voting by the General Meeting, it shall be necessary to determine at least the proportion in number of shares that have issued valid votes, of share capital represented by such votes, the total number of valid votes, the number of votes in favour and against of each resolution and, if applicable, the number of abstentions. The resolutions approved and the results of voting shall be published in full on the website of the Company within five days after the end of the General Meeting.

7. The vote may be divided up so that financial intermediaries who are authorised as shareholders but act on behalf of different clients may cast their votes as they have been instructed, under the terms established by law.

8. The exercising of the voting right at the General Meeting by shareholders affected by a conflict of interests shall be subject to regulations set forth in the applicable law at any time. In particular, shareholders may not exercise the right to vote corresponding to their shares when adopting a resolution that releases them from an obligation or grants them a right, that facilitates any type of financial assistance, including the provision of guarantees in their favour or that dispenses them from obligations derived from the right of loyalty.

Shares of shareholders in any of the conflict of interest situations considered in the previous paragraph shall be deducted from the share capital to calculate the majority of votes necessary in each case.

9. Where a vote is cast electronically, in accordance with the provisions of the previous article, the Company will send electronic confirmation of the receipt of the vote to the shareholder or, as appropriate, the intermediary who has issued it.

Without prejudice to the above, after the General Meeting, the shareholder, or a third party designated by them, may obtain confirmation from the Company that their votes have been registered and validly counted by the Company, unless they already have this information, under the terms provided for in the law.

Article 30. Adoption of resolutions and adjourning of the General Meeting

1. The resolutions of the meeting shall be adopted by simple majority of the votes of capital present or represented, understanding that an agreement was adopted when it obtained more votes in favour than against of the capital present or represented. The cases in which the Capital Companies Act or the Articles of Association require a greater majority shall be excluded.

2. In particular, in the cases considered under article ~~2215~~ above, should the capital present or represented exceed fifty percent (50%), it shall suffice if the agreement is adopted by absolute majority. However, ~~these resolutions shall be adopted with it will be required~~ the favourable vote of two thirds of the capital present or represented when on second call, the shareholders representing twenty five percent (25%) or more of the subscribed capital with voting rights concur without reaching fifty percent (50%).

3. The Chairman shall consider the resolutions approved when it is satisfied of the existence of sufficient votes in favour, without prejudice to record in the minutes of the vote or abstention of the attending shareholders who so indicate to the Notary (or, where appropriate, to Secretary or personnel assisting him). Without prejudice to the above, for each resolution put to the vote at the General Meeting, the following must be determined: the number of shares with respect to which valid votes have been cast; the proportion of the share capital represented by these votes;

the total number of valid votes; the number of votes in favour of and against each resolution; and, as applicable, the number of abstentions.

4. Having completed the voting of proposals in accordance and the results proclaimed by the Chairman, the General Meeting shall be concluded and the Chairman shall declare the sessions adjourned.
5. In order to adopt any resolution, any shares that as per the law and the Articles of Association cannot exercise their voting right shall not be considered as concurring shares present, nor represented. Therefore, such shares shall be deducted from the list of attendants for the purposes of calculating majorities.

Article 31. Minutes of the General Meeting

1. The resolutions of the General Meeting shall be consigned in the minutes to be extended or transcribed in the book of minutes for such purpose. The minutes may be approved by the General Meeting itself at the end of the meeting, and, in its defect, and within fifteen days (15), by the Chairperson of the General Meeting and two mediators, one in representation of the majority and the other for the minority.

The minutes approved in any of these two forms shall have executive force as of the date of its approval.

2. The ~~governing body~~Board of Directors may request the presence of the Notary to produce the minutes of the General Meeting and be obliged to do it whenever shareholders representing at least one percent of share capital request it at least five days before the date of the General Meeting.
3. The notarized minutes shall have the consideration of minutes of the General Meeting and shall not require approval.

Article 32. Publicity of the resolutions

1. Regardless of the registration in the Company Register of any resolutions that can be registered and the legal provisions that may be applicable in terms of publicity of corporate resolutions, the Company shall notify the National Securities Market Commission, through the appropriate another relevant information ~~fact~~-notice, of the approved resolutions, either literally or through an extract of their content.
2. The resolutions passed and the result of the voting will be published in full on the Company website within five days of the conclusion of the General Meeting. The text of the resolutions corresponding to the General Meetings held during the current and previous year shall also be accessible on the website of the Company.
3. In addition, on request of any shareholder of whoever may have represented them in the General Meeting, the Secretary shall issue a certificate of the resolutions or the notarized minutes, when applicable.

TITLE V. ATTENDING THE MEETING BY TELEMATIC MEANS
TITLE V. APPROVAL, PUBLICITY AND EFFECTIVENESS

Article 33. Attendance of the Meeting by telematic means

1. The Company may authorise remote attendance at the General Meeting using real-time telematic means that ensure authentication of the person's identity, as well as electronic voting during the General Meeting, providing that this is possible given the current state of technology and that it is agreed by the Board of Directors. In this event, the notice of meeting will detail the deadlines, formats and means for shareholders to exercise their rights, as stipulated by the Board of Directors to enable the General Meeting to be conducted in an orderly manner.
2. The Board of Directors will establish the appropriate means and procedures to enable telematic attendance and the electronic casting of remote votes during the General Meeting, in accordance with the legal rules implemented under this system and the provisions of the Articles of Association and these Regulations. These means and procedures will be published on the Company's website.

~~The approval of these Regulations and subsequent modifications shall correspond to the General Meeting, validly incorporated on first call when the shareholders, present or represented, hold, at least, twenty five percent (25%) of the subscribed capital with voting rights. On second call, the meeting shall be validly constituted regardless of the capital concurring to it.~~

Publicity

~~After approval, these Regulations shall be notified to the National Securities Market Commission and registered in the Company Register. In addition, they shall be added to the website of the Company once the shares of the Company are traded in the stock exchange.~~

Effectiveness

~~The effectiveness of these Regulations shall be indefinite, coming in effect on the day after date of admission and official negotiation in the Stock Markets of Madrid, Barcelona, Bilbao and Valencia through the Spanish Stock Market Interconnection System (in Spanish, SIBE), being applicable to General Meetings of Shareholders convened after the effective start date of these Regulations.~~

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