

## **BYLAWS OF THE COMPANY "ACS. ACTIVIDADES DE CONSTRUCCION Y SERVICIOS. S.A." -**

### CHAPTER 1.

Article 1.- A Public Limited Company is incorporated, to be governed by these Bylaws and by other general provisions applicable thereto as subsidiary provisions or as legal requirements.

Article 2.- The company's corporate name shall be "ACS, ACTIVIDADES DE CONSTRUCCION Y SERVICIOS, S.A.".

Article 3.- The company was incorporated for an indefinite period.

Article 4. – The company's corporate purpose is:

1. The industry for the construction of all types of public and private works. Also the provision of services for the upkeep, maintenance and exploitation of motorways, trunk roads, roads and, in general, all types of public and private roadways and other types of works and other kinds of industrial, commercial and financial actions and operations related to these, directly or indirectly.
2. The promotion, construction, restoration and sale of housing developments and all types of buildings for industrial or commercial purposes or as dwellings, either on the company's own account or for others. The upkeep and maintenance of urban and industrial works, installations and services.
3. The management and execution of all types of works, installations, erection and maintenance relating to plant and lines for production, transport and distribution of electrical power. This includes substations, transformer, interconnection and switching centres, generating and converter stations. It also includes electrical mechanical and track installations for railways, trams and trolleybuses, electrical installations for dams, wastewater treatment plant, water purification plant, quays, ports, airports, docks, ships, shipyards, pontoons, platforms and flotation elements. Also any direct or remote control elements for diagnostics, testing, safety and protection, control and interlocking, manoeuvring or measurement for industry and buildings, as well as those appropriate for the installations listed above, electrification, floodlighting and public lighting, electrical installations in mines, refineries and explosive environments and, in general, all types of installations related to the production, transport, distribution, storage, recovery and use of electrical power at all levels and in all systems as well as the exploitation and repair, replacement and upkeep of all system elements. Control and automation of all types of electrical

networks and installations, remote controls and computer systems required for management, computerisation and rationalisation of consumption of all types of power.

4. The management and execution of all types of works, installations, erection and maintenance relating to electronics for telephonic, telegraphic, signalling, emergency, civil protection and defence communication systems and networks and such systems for traffic and transmission and use of voice and data, measurements and signals, as well as for the propagation, broadcast, repeating and receiving of any type of waves; of antennas, repeaters, radio links, navigation aids and equipment and elements needed for carrying out such work, erections and installations.
5. The management and execution of all types of works, installations, erection and maintenance relating to the exploitation, production, transformation, storage, transport, channelling, distribution, use, measurement and maintenance of any other type of energy and energy products and any other energy which may be used in the future, including the supply of special equipment and elements necessary for installation and assembly and materials of all types.
6. The management and execution of all types of works, installations, erection and maintenance relating to hydraulic works for the exploitation, storage, raising, pumping or distributing water; its piping, transport and distribution, including water and gas treatment installations.
7. The management and execution of all types of works, installations, erection and maintenance for the exploitation, transport, channelling and distribution of liquids, solids and combustible gases for all types of uses.
8. The management and execution of all types of works, installations, erection and maintenance of ventilation, heating, air conditioning and cooling works and those for improving the environment, for all types of uses.
9. The management and execution of all types of works, installations, erection and maintenance relating to cable railways, cable-cars, chair lifts and ski lifts for the transport of people or materials by means of systems using cables or any type of mechanical elements. The recovery of submerged ships and elements, marine salvage, scrapping of ships, floating naval repairs, repairs to and mounting of motors and mechanical elements for ships and underwater work and the sale of aquatic and sports equipment.
10. The manufacture, transformation, production, handling, repair and maintenance and all types of industrial operations for commercialisation related to machinery, parts, tools, fixtures, electrical protection equipment, bare and insulated cables, insulators, ironwork and machines and tools and auxiliary equipment for assembly and installation of railways, metro and tram systems. Also plant, lines and networks for transport and distribution of electrical power and for telephonic and telegraphic communications, telecommunications, security, traffic, telematic and voice and data transmission systems as well as elements and machines for the exploitation,

transformation, transport and use of all types of energy and energy products; pumps for raising fluids and gases, channelling and other elements, mechanisms, instruments, accessories, spare parts and materials needed for the execution of any industrial, agricultural, naval, transport and communications or mining works, installations and assembly and any others related to the preceding sections. The exploitation of the business of the production, sale and use of electrical power, as well as other sources of energy, and the carrying out of studies related to these. Also the exploitation of the business of production, exploration, sale and use of all types of primary solid, liquid or gaseous energy resources. This specifically includes hydrocarbons and gas, be it natural, liquefied or of other types or in other states, in their various forms and types. Energy planning, rationalisation in the use of energy and cogeneration of it. Research, development and exploitation of communications and information technology in all their aspects.

11. The manufacture, installation, assembly, mounting, supply, maintenance and marketing of all types of products and elements made from or derived from concrete, ceramics, resins, varnishes, paints, plastics or synthetic materials as well as metal structures for industrial plants and buildings, bridges, towers and supports made from metal, reinforced concrete or any synthetic material for all types of communications and transport or distribution of electrical power or of any other type of material or energy product related to energy in all its forms.
12. The manufacture, preparation, handling and finishing, diagnostics, treatment and impregnation for protection and preservation and sale of wood in general and, in particular, posts used for electricity, telephone and telegraph lines. Impregnation or in service for shoring for mines and galleries, scaffolding for buildings, wood for works, railway sleepers and fences and the production and marketing of antiseptic products and the exploitation of procedures for preserving wood and elements, tools and fixtures made from it. The acquisition, provision, application and exploitation of paints, varnishes, surfacings, metal coatings and, in general, construction materials.
13. The management and carrying out of agricultural replanting, restocking of fish, reforestations and the maintenance and improvement of these. Gardening, planting, revegetation, reforestation, maintenance work and conservation for parks, gardens and attached elements.
14. The production, installation, distribution and exploitation in any form of all types of advertising and advertising vehicles. The design, construction, manufacture, installation, maintenance, cleaning, upkeep and exploitation for advertising of all types of urban furniture and similar elements.
15. The provision of all types of public and private services of an urban nature, including the carrying out of works and installations which need to be carried out, either as an administrative concession or through rental. The treatment, recycling and assessment of all types of urban waste, waste which can be assimilated into urban waste and industrial and sanitary waste. Also the treatment and sale of waste products as well as the management and exploitation of treatment plants and waste transfer. The writing and processing of all types of projects related to environmental matters.

16. Cleaning services for buildings, constructions and works of all types, for offices, commercial premises and public places. Preparation, preservation, maintenance, cleansing, disinfection and rodent control. Cleaning, washing, ironing, sorting and transport of clothes.
17. Assembly and installation of furniture such as tables, shelving, office equipment and similar or complementary items.
18. All types of transport for passengers and goods, particularly by land. Also activities related to this. Management and exploitation and the provision of auxiliary and complementary services for all types of buildings and property or complexes for public or private use which are given over to service areas or stations, recreational areas and bus or intermodal stations.
19. The provision of comprehensive health care services and social and health care services by qualified personnel (doctors, psychologists, educationalists, registered nurses, welfare officers, physiotherapists and therapists) and the carrying out of the following tasks: home help and care services, remote home care and social/health care. The full or partial operation or management of hostels, safe houses, day centres, therapy communities and other shelter and rehabilitation centres. Health transport and escorts for the above-mentioned groups. Home hospitalisation and medical and nursing assistance at home. Supply of oxygen therapy, control of gases and electromedicine, as well as their connected activities.
20. The provision of auxiliary services for housing developments, building plots, industrial facilities, road systems, shopping centres, official organisations and administrative offices, sporting or recreational facilities, museums, show grounds, exhibition centres, meetings and conferences, hospitals, conventions, inaugurations, cultural and sporting centres, sports, social and cultural events, exhibitions, international conferences, general meetings of shareholders and owner's communities, receptions, press conferences, educational institutions, parks, farm facilities (agricultural, livestock and fishery), woods, agricultural land, game preserves, recreational or show sites and, in general, all types property and events. This takes place through concierges, messengers, caretakers, ushers, guards or controllers, console operators, waiters, porters, receptionists, ticket clerks (including ticket collection), telephonists, guides, collectors, carers, lifeguards, stewards and similar professionals or those who carry out their functions, consistent with the maintenance and upkeep of the premises, as well as care and service for neighbours, visitors and/or users by means of the carrying out of the corresponding tasks. Those tasks which the law reserves for security companies are excluded in all cases. Charging and cash desk tallying and the collection and charging of bills and receipts. Development, promotion, exhibition, execution, acquisition, sale and provision of services in the areas of art, culture and leisure in their various activities, forms, expressions and styles.
21. Attention for emergency, prevention, information, telephone switchboard, kitchen and dining room services. Opening, closing and care of keys. Switching on and off,

operation, supervision, maintenance and repair of motors and heating and cooling installations, of electricity, lifts, water and gas piping and other supplies and of the fire prevention systems. The operation of systems for rapid communication with public support services such as the police, fire brigade, hospitals and medical centres. Services for fire prevention and fire fighting in general in countryside, woods, agricultural land and industrial and urban installations.

22. Comprehensive management or operation of public or private centres for special education or teaching, as well as supervision, care, education and control of pupils or other teaching groups.
23. The reading of water, gas and electricity meters. The maintenance, repair and replacement of these. The telephone receipt and transcription of readings, inspection of meters, taking and updating of data and placement of notices. Measurements of temperature and humidity on roads and, in general, in all types of moveable property and real estate, public and private facilities, carrying out all the monitoring necessary for the correct preservation and maintenance of these or of the assets deposited or guarded in these.
24. Handling, packing and distribution of food or consumable products. The preparation, seasoning and distribution of foods for own consumption or supply to third parties. Care, replacement and maintenance of equipment, machines and dispensers for the above-mentioned products and intervention in operations with raw materials, manufactured products and supplies.
25. The provision of ground services for passengers and aircraft. Comprehensive services for goods logistics, such as: loading, unloading, stowage, transport, distribution, location, sorting, warehouse control, preparation of inventory, replacement, stock control in warehouses and storage of all types of goods, excluding those activities subject to special legislation. Management and operation of places for distribution of goods and property in general and, in particular, those for perishable products such as fish markets, wholesale and retail markets. Receipt, berthing, mooring and connection of services to vessels.
26. Direct publicity, franking and distance course services, of printed advertising and, in general, all types of documents and packages for its customers.
27. Management, operation, administration, maintenance, upkeep, rehabilitation and conditioning for all types of concessions, in the broadest sense. This applies both to those where the company is a shareholder in the licensee company and those with which it has some type of contractual agreement to carry out some of the activities listed above.
28. The acquisition, holding, enjoyment, administration and transfer of all types of securities in the company's own right. Excluded from these activities are those which special legislation and, in particular, legislation on the stock exchange, attributes exclusively to other bodies.

29. Management and administration of securities representing the funds for organisations which are not resident in Spain through a corresponding organisation with personal and material resources appropriate for the purpose.
30. The preparation of all types of studies, reports and projects and the signing of contracts for the activities indicated in this article, as well as supervision, management and advice on their execution.
31. Professional training and retraining of the people who provide the services set out in the above points.

The activities making up the corporate purpose may be carried out fully or partially by the Company in an indirect manner through the participation of other companies.

All those activities for which the Law demands special requirements which this Company does not fulfil are excluded. Likewise, if legal regulations demand a professional qualification, administrative authorisation, entry in a public register or any other requirement to be able to carry out any of the activities included in the corporate purpose then such activities must be carried out by a person with such a qualification or, where appropriate, may not be initiated until the specific demands have been met.

Article 5.- The company has its registered address in Madrid, at Avenida de Pío XII, number 102.

This address may be moved to any place within Spanish territory, by agreement adopted in accordance with the legal provisions.

By virtue of the same procedure, the creation of agencies, branches or regional offices may be agreed, both in Spain and abroad.

## CHAPTER II

### SHARE CAPITAL, SHARES, BONDS.

Article 6.- The share capital is ONE HUNDRED AND SEVENTY SIX MILLION FOUR HUNDRED AND THIRTY SIX THOUSAND FIVE HUNDRED AND SIXTY SEVEN EUROS, represented by THREE HUNDRED AND FIFTY TWO MILLION EIGHT HUNDRED AND SEVENTY THREE THOUSAND ONE HUNDRED AND THIRTY FOUR shares of FIFTY CENTS OF EURO nominal value per share totally subscribed and disbursed.

The company may issue non-voting shares for a value no greater than half the share capital and with entitlement to receive a minimum annual dividend of one per cent of the paid-up share capital for each share, notwithstanding other rights conferred by law.

The company may also issue redeemable shares, for a face value no greater than a fourth of the share capital and in compliance with the other legally established requirements.

Article 7.- The share capital may be increased or reduced by agreement of the Extraordinary General Shareholders' Meeting, in accordance with the legislation in force.

Article 8°.- The shares shall be represented by means of book entries under the conditions and requirements laid down by the Consolidated Text of the Corporations Act, the Spanish Securities Market Act, Royal Decree 116/1992, of the 14th of February, and other provisions applicable thereto.

Article 9.- The shares are indivisible with in relation to the Company. In the event that one or more shares belong in co-ownership to several persons, these must be represented by one single person for the purposes of exercising their rights as shareholders.

Article 10.- Each share shall bear entitlement to ownership of the company's assets, in the event of dissolution, to a proportional part of those which are in circulation and to the disbursements or contributions charged to them.

Participation in the company's profits shall be governed by the provisions of Article 34.

Article 11.- The rights and obligations corresponding to each share are inherent to it. Ownership or possession of a share implies, de jure, submission to these Bylaws and to the agreements of the General Shareholders' Meeting and of the Board of Directors, validly adopted in accordance with their respective powers.

The shares shall be transferable between Spanish natural or legal persons without any limitation; and to foreign natural or legal persons, with the lawful limitations that may exist in each case.

Article 12.- In order to achieve its corporate object, the greater furtherance of its operations, or to cover its requirements, the Company, by agreement of the Extraordinary General Shareholders' Meeting, adopted in accordance with these bylaws, may issue

bonds of any type with or without mortgage, in registered or bearer form, to the amount and under the conditions that it deems appropriate and with no other restriction than those laid down by the legislation in force.

### CHAPTER III.

#### ADMINISTRATION OF THE COMPANY

Article 13- The company is governed and administered by a Board of Directors consisting of a minimum of eleven members and a maximum of twenty one, shareholders or otherwise, appointed and ratified by the General Shareholders' Meeting, and who will be subjected to the legally established duties and, in particular, to those referring to the diligent administration, loyalty, fidelity and secrecy in the terms regulated by the current legislation at each moment.

Article 14.- The provisions of the Spanish Corporations' Act shall be observed in electing Board Members.

Board Members shall occupy their positions during the period for which they were appointed of six years. They may be re-elected one or more times for periods of the same maximum length.

Should a vacancy arise for any reason, the Board may provisionally fill it from among the shareholders until the next General Shareholders' Meeting, where a definitive appointment shall take place.

The appointment of the Board Members shall expire when the term has ended and the subsequent General Meeting has been held, or following the legal period within which the Meeting is to be held to resolve on whether to approve the financial statements for the previous year.

Article 15.- The Board shall appoint, from among its members, a Chairman, and may also appoint one or two Vice-Chairmen, who shall maintain such functions until their termination, dismissal or resignation as Board Members, and they may always be re-elected.

A Secretary shall also be designated from among its members or from outside. If not a Board member, such Secretary would have the right to address the Board, but not to vote.

The Board, with the objective to guarantee the best management of the Company will approve a set of Bylaws that will reflect the internal rules of the Board as well as its administration, in accordance with the law and the Bylaws. The General Shareholders' Meeting will be notified of the existence of aforementioned Bylaws.

Article 16.- The Board of Directors shall meet whenever the interests of the company so require, convened by the Chairman or by a Vice-Chairman, either on his own initiative or on the request of two or more Directors. Its meetings shall be held in the company's registered offices or in any other place designated in the notice of meeting. For the Board Meeting to be valid, it must be attended, among those present and represented, by half of its members plus one. Directors who are absent or unable to personally attend a meeting may cause themselves to be represented there and cast their vote by special delegation to another Director.

In the event that, due to insufficient number of Directors present or represented, the Board were unable to meet validly, a new meeting would be convened and in the event that such meeting could not be validly held, the General Shareholders' Meeting shall be convened by the Chairman or a Vice-Chairman in order to adopt the pertinent agreements, having been informed of the situation.

In order to be deemed valid, decisions require the agreement of the absolute majority of Directors attending the meeting, present or represented.

Article 17.- The Board's decisions shall be recorded in minutes which shall be written up in a special book. These shall be signed by the Chairman or whoever substitutes him and by the Secretary. The statements, copies and certifications of the Board's Minutes shall bear witness and shall be deemed authentic, being authorised by the Secretary with the approval of the Chairman or of another Director executing his functions.

Article 18 - The Board of Directors is granted the most extensive powers for representing the Company and administering its business, and for carrying out any operations comprised within its corporate object or relating thereto. Particularly, and without the list below limiting such extension of powers, it may execute the following actions:

a) Create, organize and direct the Company's establishments and activities.

b) Issue and approve the system of internal rules and regulations, and appoint, suspend and dismiss the Directors, employees, agents and any personnel providing services to the Company, stipulate their functions and duties, and establish their salaries, wages and remunerations.

c) Claim and receive all and any cash sums, chattels, securities and any other payment in kind that must be handed over to the Company, regardless of whoever may be the persons and entities obliged to pay, including the State, provinces and districts, the nature and amount, denomination and origin of the obligations, liquidate accounts; establish and settle balances and formalize receipts and releases.

d) Appear and perform judicial acts before the Government and the Public Administration, before Authorities of all orders and categories, presenting all kinds of legitimate claims, following all the steps in such proceedings and events until a decision is obtained, in addition to any lawful legal remedy relating thereto, and cease and desist from claims and actions at any stage in the proceedings.

e) Represent the Company before Courts of all orders, classes and degrees, both actively and passively and to desist from actions in course.

f) Subscribe, with the Public Administration and with any public and private persons, any kind of contract relating to works, services and supplies, under any condition and form, therefore including those by competition and tender.

g) Approve and carry out purchases, sales, swaps, assignments, leases, subleases and any other acquisition and sale of real or personal property, credits, real and personal rights; to lay down, exercise and waiver preferential right to purchase and to redemption and any conditions relating to suspension, resolution or termination. Settle and compromise in arbitration and conciliation.

h) Accept, qualify, postpone and subrogate, divide, increase, reduce, constitute and cancel, wholly or partially, mortgages, leaseholds, easements, deposits, seizures, provisional notations and other liens, obligations and real or other rights and waiver any kind of action or privilege by means of payment or without such payment.

i) Contract loans or advances with or without interest, security, mortgage and other guarantees and under any kind of condition and to provide any kind of guarantee or

counter-guarantee in favour of third parties. Nevertheless, loans by means of bond issues must be authorized by the General Shareholders' Meeting.

j) Constitute and withdraw deposits and guarantees, consignments, open, close and liquidate current and credit accounts in Banks or otherwise with or without guarantee under any kind of condition.

k) Issue, accept, endorse, discount, guarantee, collect and negotiate bills of exchange, promissory notes, mail transfers, cheques, invoices and other draft or trade documents.

l) Involve and interest the Company in the incorporation and operations of other Companies and enterprises, and represent it therein.

m) Determine the investment of available funds and the utilisation of reserves.

n) Determine overheads for Company Administration and the amount for ordinary and extraordinary amortizations; prepare the accounts, inventories, balance sheets and budgets, and draw up the reports to be submitted to the General Shareholders' Meeting at the end of each accounting period.

o) Propose the amount for dividends and agree upon the distribution of any amount by way of advance and credited against such dividends.

p) Convening the General Shareholders' Meeting and execute its decisions, except in the event of special delegation to one of the Directors or other any person.

q) And, in short, enact all matters relating to the interests of the Company and those concerning its disposition and administration .

Article 19. - The Board may institute an Executive Committee with the composition, organization and powers that it deems appropriate. It may also delegate its powers, wholly or partially, to one or more of its members, who shall assume the title of Managing Director.

It may also grant general and special powers to any person, for whatever matter it deems appropriate, relating to the administration and business that the Company carries out, of any nature.

In all cases included under this Article, the Board may also grant powers of substitution, either definitively or with limitations. Matters that cannot be delegated shall be the rendering of accounts and the presentation of the balance sheet to the General Shareholder's Meeting, nor the powers granted by such Meeting to the Board, unless specifically authorized by such Meeting.

Article 20. - The permanent delegation of some of the Board's powers to the Executive Committee or to the Managing Directors, and the appointment of such positions, in order to be valid, shall require the favourable vote of two thirds of the Board members, and shall not be deemed valid until registered at the Mercantile Registry.

Article 20 Bis. - An Audit Committee shall be constituted, whose composition, operation and functions shall be those described below.

#### Composition and operation

It shall be made up of a minimum of three and a maximum of five members to be appointed and discharged by the Company's Board of Directors from among its members. Under no circumstances may such appointment correspond to any person who is carrying out at that moment or has carried out in the three immediately previous years functions as executive or employee of the Company. The Chairman's appointment, also to be carried out by the Board of Directors, shall necessarily correspond to one of the Company's non-executive Directors, who may not remain in such position for a period in excess of four years, although he may, nevertheless, be re-elected after the term of one year has elapsed from the moment of termination.

2. - The Secretary to the Company Board of Directors shall attend its meetings, with a right to address the Committee but not to vote, and act as its Secretary.

3. - It shall only be deemed as constituted when attended by a majority of its members and it shall adopt its agreements by majority vote, the Chairman having the casting vote in the event of equality.

4. - It shall meet when convened by the Chairman and, at least, twice a year coinciding with the initial and final stages of the audit of the Company's financial statements and of the consolidated accounts of its Business Group and always prior to issuing the

corresponding audit reports. Meetings may be attended, when specially summoned, by the Auditor of the Company for the purposes of explaining the most significant aspects in the audits carried out.

### Functions

1. - Report to the General Shareholders' Meeting on the questions presented therein by shareholders on matters of their authority.
2. - Propose to the Company Board of Directors, for submission to the General Shareholders' Meeting, the appointment of external auditors as referred to in Section 204 of the Consolidated Text of the Corporations Act.
3. - Review and approve significant changes in accounting policies in the Company and in the subsidiary companies comprised within its Business Group, in addition to the Group itself. Furthermore, in general, the relationships with external auditors in receiving information on any matter which may compromise their independence and any other matter relating to the process of auditing the accounts, in addition to any other communication laid down in the legislation on auditing accounts and in technical auditing standards.
4. - Supervise the internal auditing services in the event that such a body were to exist within the business organization.
5. – Have knowledge of the Company's financial information processes and internal control systems.
6. - Review and inform on the estimates made by the Management of the Company and of those companies comprised within its Business Group with respect to possible significant fiscal and legal contingencies.
7. – Have knowledge of the results of inspections conducted by official entities.
8. - Any other matter which may be especially entrusted to it by the Board of Directors.

Article 21. - The Directors, provided that they comply with the commission received and the stipulations contained herein, undertake no personal obligation nor responsibility for

the progress and outcome of business operations, except for those specifically provided for by the legislation in force.

#### CHAPTER IV.

#### GENERAL SHAREHOLDERS' MEETING.

Article 22. - The General Shareholders' Meeting is the principal governing body of the Company and its decisions, adopted in accordance with the provisions herein, are deemed obligatory for all shareholders, including those absent, dissenting and abstaining.

Meetings shall take place on the day and in the place stipulated in the notification.

The General Shareholders' Meeting will approve its own Regulations of Operation.

Article 23. - The General Shareholders' Meeting shall be made up of all holders of at least a hundred shares, either present or represented. The owners or holders of less than a hundred shares may group together to complete this number, and cause themselves to be represented either by one of such group, or by another shareholder that owns by himself the necessary number of shares to participate in the general Meeting.

Article 24. - The Ordinary General Shareholders' Meeting shall meet once a year, within the first calendar semester, to audit the company's administration, to approve, where appropriate, the accounts and balances of the foregoing period and to decide upon the distribution of profits.

It shall also meet extraordinarily whenever agreed by the Board of Directors, on its own initiative or at the request of one or more shareholders who represent at least five percent of the paid-up capital, such request stipulating the matters to be discussed in the Meeting. In this case, the Meeting shall be convened to be held within the thirty days subsequent to the date on which the administrators were required by notary for such purpose, and the agenda shall necessarily include the matters which gave rise to the request.

Article 25. - Ordinary or Extraordinary General Shareholders' Meetings shall be convened by the Chairman of the Board of Directors or in his absence by a Vice-Chairman, or by the Secretary, by means of notice published in the Official Bulletin of the Mercantile Registry and in one of the newspapers with greatest circulation in the province, at least one month before the date stipulated for it to be held. The

announcement shall stipulate the date of the meeting date at first call and all matters to be discussed, in addition to mention required by law. Furthermore, it may specify the date on which, when relevant, the Meeting shall be held at second call. A period of at least twenty-four hours must elapse between the first and the second meeting.

Shareholders with shares representing at least five percent of the share capital may request that a supplement to the call notice of the General Shareholders' Meeting be published including one or more items to be put on the Agenda. This right is required to be exercised by authenticated means and is required to be received at the registered office within five days following publication of the notice of the meeting. Supplements to the notice should be published at least fifteen days prior to the date set for the meeting.

In the case of attendance at the Meeting via telematic means duly guaranteeing the identity of the subject, the notice of the meeting shall state the deadlines, manners, and methods for exercising the shareholders' rights stipulated by the Board of Directors to enable the Meeting to progress in an organized manner. Specifically, the Board of Directors may determine that the opinions and proposed resolutions that, according to the law, the shareholders attending the meeting via telematic means plan to make should be sent to the company prior to the time at which the Meeting is held. Replies to any of the above shareholders who exercise their right to information during the meeting, shall be provided in writing within seven days following the date of the meeting.

Notwithstanding the above, the Meeting shall be validly constituted to discuss any matter provided that representation of the entire share capital is in attendance, and unanimously agrees to hold such Meeting.

Article 26. - General Shareholders' Meetings shall be chaired by the Chairman, or in his absence by a Vice-Chairman, and the Secretary to the Board of Directors shall act as its Secretary. The Shareholders' Meeting may agree that the chairman and secretary of each Meeting be freely appointed at each Meeting. Agreements shall be adopted by majority vote of shareholders, whether present or represented, except in cases where the legislation in force requires a qualified majority. Each shareholder shall be entitled to as many votes as shares he owns or represents, which can be entrusted through postal correspondence or telegraph or any other remote means of communication, as long as the identity of the

party bestowing the shares can be guaranteed through these procedures. Shareholders with a right of attendance may cause themselves to be represented in the Meeting by any person. Representation conferred by shareholders only entitled to vote by grouping together may correspond to any person among them.

Any shareholder that is entitled to attend may cause themselves to be represented at the Meeting by means of another person. Representation must be especially conferred in writing or equally through other communication channels such as the post or telegraph or any other communications means, as long as, and without exception, the identity of the party bestowing the vote can be guaranteed through these procedures and exclusively for each Shareholders Meeting, in accordance with the conditions and scope laid down by the Corporations Act, except in the case of a spouse, an ascendant or descendant relative of the represented shareholder or an attorney with general powers, registered with official notary, to administer the entire assets that the represented shareholder owns within national territory.

Representation shall always be revocable.

Personal attendance by the represented shareholder at the Meeting shall be equivalent to such revocation.

Article 27. - In order to exercise right of attendance at the General Shareholders' Meeting, ownership of the shares must be registered in the corresponding book entries at least 5 days of advance of the date on which the Meeting is to take place.

Article 28. - Shareholders may request, in writing up to the seventh day before the date of the General Shareholders' Meeting, or verbally during such Meeting, such reports or explanations as they deem necessary relating to the matters included on the agenda. Equally, the shareholders can request information or clarifications or formulate questions in writing regarding publicly accessible information which has been presented by the company to the Spanish Stock Market Commission (CNMV) as of the last General Shareholders Meeting. Directors shall be obliged to provide the aforementioned information in the format, time period and any other established legal conditions, with the exception of the situation where the Chairman, in his judgement, considers the publication of the requested information to conflict with company interests. Such exception shall not apply when the request is backed by shareholders who represent, at least, a quarter of the capital.

Article 29. - An Ordinary or Extraordinary General Shareholders' Meeting shall be validly constituted, at first call, when the shareholders present or represented own at least twenty-five percent of the subscribed share capital with a right to vote; at second call, the constitution of the Meeting shall be valid regardless of the capital concurrent at such Meeting.

Notwithstanding the above, in order that Ordinary and Extraordinary General Shareholders' Meetings can validly agree upon bond issues, capital increase or reduction, the transformation, merger or division of the Company and, in general, any modification of the Company Bylaws, shareholders representing at least fifty percent of subscribed share capital with a right to vote must be present or represented at first call. At second call, twenty-five percent of such capital shall be sufficient.

When shareholders representing at least fifty percent of the subscribed share capital with a right to vote are in attendance, the agreements described in the paragraph above may only be validly adopted with the favourable vote of two-thirds of the capital present or represented at the Meeting.

Article 30. - Ordinary General Meetings shall have exclusive authority to audit the Company's administration and to approve, where appropriate, the accounts of the foregoing period and to decide upon the application of results.

Article 31. - Any other matters - which are not those covered in the preceding Article - reserved by law or bylaw under the authority of the General Shareholders' Meeting, may be decided by such Meeting ordinarily or extraordinarily, pursuant to the applicable legal requirements.

Article 32. - The decisions of the Meetings, with a summary of matters discussed and of such interventions for which a written record has been requested, shall be registered in Minutes, in accordance with the legal requirements, which shall be signed by the Chairman and the Secretary or whosoever may have substituted them. The Minutes of Meetings may be approved by the Meeting itself subsequent to being held or, in the absence of such approval, within a period of fifteen days, by the Chairman and two controllers, one representing the majority and another the minority.

Minutes approved in any of these two ways shall be effective as of the date of their approval.

Certifications of the Minutes and the agreements of General Shareholders' Meetings shall be issued by the Secretary to the Board of Directors, and in his absence, by the persons empowered to do so hereby and by the Regulations of the Mercantile Registry, and with the approval of the Chairman or, where appropriate, of the Vice-Chairman of the Board itself.

Article 33. - The financial year shall coincide with the calendar year.

The Board of Directors is obliged to draw up, within a maximum period of three months as of the closing date of the financial year, the annual accounts, the management report and the proposal for applying results. Annual accounts shall comprise the Balance Sheet, the Profit and Loss Account and the Annual Report. These documents, which shall constitute a unit, shall be drawn up clearly and shall portray a faithful representation of the assets, financial situation and results of the Company, in accordance with the terms of the legislation in force and Commercial Law and shall be signed by all Directors.

Article 34. - Ordinary General Shareholders' Meetings shall decide upon the application of the period's results, in accordance with the approved Balance Sheet. From the profits earned in each period, once the allowance for legal reserve and other considerations laid down by law, and the amount corresponding to the payment of the minimum dividend of one percent to those, where appropriate, non-voting shares, have been covered in accordance with the provisions of the Article 6 herein, the Meeting may apply whatever it deems appropriate for voluntary reserve and any other consideration permitted by law.

The remainder, where relevant, shall be distributed as dividends among ordinary shareholders, in the quantity agreed by the General Shareholders' Meeting, and in proportion to the capital paid up for each share and to payment of the statutory remuneration of the Board laid down in the following paragraph, in compliance with the legal requirements.

The Board of Directors shall be jointly entitled to a remuneration, in addition to the fees and allowances agreed by the General Shareholders' Meeting, for statutory participation, not in excess of ten percent of net profit, which may only be subtracted from such profit having covered considerations for the reserve stipulated by law and, where relevant, by

the bylaws, and having disbursed to shareholders a dividend of at least four percent of the paid-up capital for each share.

It is expressly authorized that compensation for any or all of the members of the Board of Directors, and the management personnel both of the Company and of the companies belonging to the same Group, may consist of the issue of shares in the Company or of stock options in such Company or of stock which may be pegged to the value of such shares, in accordance with the terms and conditions as laid down by the General Shareholders' Meeting by means of appropriate agreement and pursuant to the legally established requirements.

The Board of Directors shall decide upon the manner of distributing amongst its members, including a modified amount, the remuneration that jointly corresponds to them under the provisions of this Article.

Article 35. - In the event that the General Shareholders' Meeting agrees on the payment of dividends, the Directors shall specify the place, term and method of payment. The Board of Directors may agree upon the distribution of amounts disbursed as dividends, in accordance with the provisions laid down by the legislation in force.

Article 36°. - Dividends not claimed within a five-year term as of the date on which they fell due shall prescribe in the Company's favour.

## CHAPTER VI.

### DISSOLUTION - LIQUIDATION.

Article 37. - The Company shall be dissolved for the reasons and with the formalities stipulated in the Corporations Act.

Article 38. - Once the Company has been dissolved, the period of liquidation shall commence, except in the event of merger, total division or any other general assignment of assets and liabilities.

During the period of liquidation, Directors shall assume the functions of liquidators - with the powers granted by Law - and shall agree upon a settlement and division in accordance with the decisions of the General Shareholders' Meeting and the provisions in effect, and

should their number be even, the General Shareholders' Meeting shall appoint a further person as liquidator, by majority vote, rendering the number uneven.

Having satisfied the company's creditors and covered the amount of their credits, in the event that they were outstanding, or having previously insured such payment in the case of non-outstanding credits, the resulting assets shall be distributed among shareholders, in accordance with the legislation in force.

## CHAPTER VII. INCIDENTS.

Article 39. - Any disputes or claims that may arise between shareholders and the Company, whether during the Company's subsistence or during the period of liquidation, shall be subject to the decision of the Courts in the same city as the Company's registered offices.