

**Explanatory report issued by the Board of Directors
of ACS, Actividades de Construcción y Servicios,
S.A. on the proposal to amend the Statute governing
the General Shareholders' Meeting**

Madrid, March 26, 2020

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1. SUBJECT OF REPORT

On May 17, 2017, Directive 2017/828 of the European Parliament and Council was approved, which amends Directive 2007/36/EC with respect to promoting the long-term involvement of shareholders (the "*Directive*").

Regardless of the transposition of the Directive that will be done soon, certain principles incorporated into said Directive that affect the relations between the Company and its shareholders with respect to exercising their rights, particularly the attendance and voting at the Meeting, can be considered **directly invocable** according to European jurisprudence **because the period of transposition has passed and they are matters that are clearly defined and specified in the Directive**.

Based on that, the Board of Directors has proposed amending the Statute governing of the General Shareholders' Meeting (the "*Statute governing the Meeting*" or the "*Statute*") of ACS, ACTIVIDADES DE CONSTRUCCION Y SERVICIOS, S.A. (hereinafter, "*ACS*" or the "*Company*") to introduce the **criteria and basic principles of the Directive** regarding the main forum of participation and involvement of the Company's shareholders, guaranteeing and facilitating the exercise of their rights, particularly attendance and voting, taking into account the changes that have occurred in the shareholder structure of listed companies, mainly as a result of the new role of the financial intermediaries, institutional investors and vote management entities.

In addition, and within the framework of this reform derived from the aforementioned Directive, some **provisions have been inserted related to recent legal reforms** and a **general review of the Statute governing of the Shareholders' Meeting** has been carried out, completing or incorporating certain aspects of the different phases of preparation and celebration of the General Shareholders' Meeting, **in line with the best practices of good governance** in this respect, also introducing **technical or systematic specifications** and also unifying the numbering format with the one used by the Statute of the Board of Directors.

In accordance with article 3 in force of the Statute, the proposed amendment thereto must be accompanied by a justificatory report of the Board of Directors, it must be approved by the Company's General Shareholders' Meeting, and shall have an indefinite validity, and shall be applicable after the first General Shareholders' Meeting held after its amendment, regardless of the already legally and statutorily recognized rights for the shareholders.

Based on the foregoing, this report has been prepared by the Board of Directors with the objective of explaining:

- the **amendments** of articles 1 ("Purpose"), 2 ("Scope of application of the Statute, regulatory hierarchy and interpretation"), 5 ("General Shareholders' Meeting"), 6 ("Classes of Meetings"), 7 ("Competencies"), 8 ("Call of the General Meeting"), 9 ("Announcement of the call"), 10 ("Shareholder rights related to the call"), 11 ("Information available from the

date of the call”), 12 (“Right to information”), 14 (“Representation”), 15 (“Attendance of the General Meetings”), 16 (“Presence of third parties at the General Shareholders’ Meeting”), 17 (“Panel of the General Shareholders’ Meeting”), 18 (“Constitution of the General Shareholders’ Meeting”), 19 (“Shareholders’ Registry”), 20 (“List of attendees”), 21 (“Place of holding the General Shareholders’ Meeting”), 22 (“Intervention Requests”), 23 (“Shareholder Interventions”), 25 (“Voting through remote communication means”), 26 (“Adoption of agreements and proclamation of the result”), 28 (“Minutes of the Meeting”) and 29 (“Announcing the Agreements”) of the Statute governing of the Meeting, as well as the headings of Chapter II (“Preparation of the General Board”) of Title II and Chapter III (“Voting and documentation of the agreements”) of Title III;

- the **incorporation** of the new articles 16 (“Attendance, delegation and voting cards”), 18 (“Organization of the General Shareholders’ Meeting”), 23 (“Opening of the session”), 26 (“Right to information during the General Shareholders’ Meeting”), 28 (“Assistance to the General Shareholders’ Meeting through electronic means”), 29 (“Voting on the agreement proposals”), 31 (“Provisional suspension”), 32 (“Extension”) and 33 (“Conclusion of the General Shareholders’ Meeting”) of the Statute, in addition to the incorporation of the new Title III (“Rights of attendance and representation”), the new Title IV (“Place of celebration, infrastructure and means”), the new Chapter I (“List of attendees, constitution of the General Shareholders’ Meeting and opening of the session”) of the new Title V (“Development of the General Shareholders’ Meeting”) and of the new Title VI (“Suspension and extension of the General Shareholders’ Meeting”) and the new Title VII (“Completion and minutes of the General Shareholders’ Meeting”) into the Statute governing of the Shareholders’ Meeting;
- the **removal** of the valid articles 13 (“Electronic forum of the shareholders”), 24 (“Separate voting by subjects”), 27 (“Splitting of the vote”) and 30 (“Announcing the agreements Publicity of the Board Regulations”) of the Statute, as well as the valid Chapter I (“Constitution of the Shareholders’ Meeting”) of Title III (“Holding the General Shareholders’ Meeting”) as well as the aforementioned Title III; and
- the approval of a **consolidated text** of the Statute governing the Shareholders’ Meeting that incorporates the amendments indicated, renumbering of the articles, Titles and Chapters into which the Statute are divided.

2. EXPLANATION OF REASONS FOR MODIFICATIONS

To help understand the amendments to the Statute governing the Meeting, the numbering of the articles, Titles and Chapters, as well as the headings referred to below, unless otherwise indicated, matches the numbering in the text corresponding to the proposed reform.

I. Amendments derived from the Directive:

- Section 1 of article 5 (“General Shareholders’ Meeting”) is completed for the purposes of reinforcing the role of General Shareholders’ Meeting, as well as the channel of communication with the shareholders and the commitment of the Company to promote and facilitate their participation in their meetings, in accordance with the principles of the Directive.

- With respect to article 11 (“Information available from the date of the call”), section 1 (ix) is amended, for the purposes of providing coverage to the Company’s obligation derived from the (EU) Directive 2017/828, of **providing all shareholders, and therefore, also the financial intermediaries registered in the share registry book, the information necessary for exercising their attendance and voting rights**, thus promoting their involvement in the Company.
- A new article 16 is incorporated to expressly contain the normal functioning of the listed companies and the Company in relation to the **attendance, delegation and remote voting cards**, providing legal guarantee to said practice. In particular, within the framework of the provisions of the Directive, the following has been incorporated into section 4: *“In any case not specifically regulated under this article, the other rules contained in the Company Bylaws and these Statute will apply to delegations and remote voting to which this article refers, as well as, if applicable, the rules that the Board of Directors establishes in the implementation of these, and in any event, the Company will not be involved in the relations of financial intermediaries with their clients that hold or manage the Company’s shares”*.
- A new article 29 is incorporated (“Voting on the agreement proposals”), which contains in section 6 a summary of the provisions related to the **splitting of the vote** by intermediaries, in accordance with article 524 of the consolidated text of the Law on Corporations, approved by Legislative Royal Decree 1/2010, of July 2 (“LSC”) and the Directive, and in section 7, the provisions related to the **electronic confirmation of receiving the vote** to the shareholder as well as the confirmation, after the Meeting, that its votes have been **registered and counted** validly, all in accordance with the provisions set forth in the Directive.

II. Amendments derived from legal reforms and practices of good governance:

- Article 1 (“Purpose”) includes that the regime contained in the Regulation takes into account *“the best practices of national and international good governance”*.
- Article 5 is amended, on the one hand, to complete the cases in which the decisions of the Meeting are also applicable to the shareholders (those that have voted with blank ballots and those that lack the right to vote), and on the other hand, to incorporate an express reference to the equality of treatment of the shareholders that are in the same position, including a summarized reference to the requirements of accessibility introduced into the LSC by Law 11/2018, of December 28, emphasizing the Company’s commitment to the promotion of the participation of the shareholders in the General Shareholders’ Meeting, all in accordance with article 514 LSC.
- Article 8 is modified (“Call of the General Shareholders’ Meeting”) to adapt it to the valid drafting of the articles 169 and 170 LSC, in relation to the request of the call of the Ordinary General Shareholders’ Meeting by any member when not called within the legal deadline, which attributes the competency of the call of the Meeting to the Legal Secretary or Commercial Registrar of the Company’s corporate headquarters.
- In relation to the **shareholders' right to information:**

- Certain provisions of section 1 of article 11 are adapted (“Information available from the date of the call”) to the valid wording of article 518 LSC in relation to the documents that should be published on the corporate website, and contain the provisions related to the electronic forum of shareholders, in accordance with article 539.2 LSC.
- Following the best practices of good governance in this regard, they are contained in a specific article and the valid provisions are developed in relation to the right of information “prior to the holding of the General Shareholders’ Meeting” (article 12), and in another article, those related to the right of information “during” the Board Meeting (article 26), thus providing the shareholder with the knowledge of the standards and requirements that apply to each one in these times.

In the new article 12, the cases have essentially been adopted in which the Board cannot provide the information requested, also adapting the writing to the letter of the Law to clarify that when shareholders represent 25% or more of the capital, the Board will be obliged in all cases to provide said information, all in accordance with article 197, sections 3 and 4 LSC, and a new section 5 has been included to provide express regulatory coverage to the possibility that the Board of Directors can provide to any of the Directors, Secretary and the Vice Secretaries, so that, on behalf of the Board, they respond to the information requests made by the shareholders. In addition, certain technical and wording specifications have been incorporated.

For its part, and has been indicated, article 26 contains the provisions related to the right to information during the General Shareholders’ Meeting, completing it with the cases in which the administrators are permitted to refuse the information requested or to send the information already available on the website, in accordance with articles 197.3 and 4 and 520.3 LSC, respectively.

- The new article 18 (“Organization of the General Shareholders’ Meeting”) includes organization provisions of the General Shareholders’ Meeting (safety measures, dissemination, recording means, etc.) in line with the common practice of listed companies. In particular, section 4 is intended to reinforce the Company’s commitment to promoting the participation of the shareholders in the General Shareholders’ Meeting, in accordance with article 514 LSC, in its wording given by Law 11/2018, of December 28 and the Directive.
- Article 19 is completed (replacing, in turn, its previous heading, “Shareholder Registry”, with “Opening of the location and shareholder registry”) with the provisions related to the closing of the list of attendees and the possibility that, once this list has been closed, the shareholders or their representatives can attend as invitees to the General Shareholders’ Meeting, in accordance with the common practice; eliminating the content related to shareholders that cast their vote remotely will be considered as present, given that this provision is already contained in article 27.2, where it is considered most adequate due to systematic reasons.
- Article 20 (“Panel of the General Shareholders’ Meeting”) is completed for the purposed of including as members of the Panel all members of the Board of Directors, in accordance with the Company’s common practice, completing the powers of the Chairman of the Meeting and expressly incorporating those of the Secretary, as well as specifying the wording in relation to who and in what order they will carry out their positions.
- In order to facilitate the development of the General Shareholders’ Meeting and to favor the flexibility of its meetings, article 21 (“List of attendees”) expressly includes the possibility that the

General Shareholders' Meeting starts with a provisional quorum, closing the definitive quorum at a later time, in accordance with the common practice of the listed companies, also eliminating certain provisions that are contained in the other articles of the Regulation.

- Article 22 (“Constitution of the General Shareholders’ Meeting”), in accordance with the common practice of the listed companies, includes the following provisions: (i) the absences of shareholders that occur once the General Shareholders’ Meeting has been validly constituted shall not affect it from being held (section 3); and (ii) in the case that determining agreements requires a certain quorum and is not reached, or the presence of certain interested shareholders who are not in attendance, the Meeting shall be limited to deliberate over the points that do comply with the requirements demanded by Law (section 4).
- Article 25 is completed with the provisions related to the interventions of the shareholders for the sake of the principle of transparency, in accordance with the best practices of good governance in this regard. In this regard, it specifies that the time initially assigned to each intervention will be “*equal for all*”, also including that the initial estimated duration of the interventions will be for five minutes; the matters are detailed that the shareholders can intervene in; and the powers of the Chairman of the Meeting are developed within the framework of their competency of directing and ordering the interventions.
- In addition to the amendments previously indicated with respect to article 29 (“Voting on the agreement proposals”) in the previous section 2.I, said article 29 incorporates the common practice of the Company, in line with the generality of the listed companies, with regard to the standards applicable to the **voting on agreements by the General Shareholders’ Meeting**, including, among other matters, the provisions of the **separate voting by subjects** of the agreements set forth in article 197a LSC.
- Article 30 is amended for the purpose of: (i) completing the cases of prohibiting the exercise of the right to vote due to conflicts of interest and the application of the regime of shares without votes, in accordance with articles 98, 190 and 499 LSC, in addition to including a reference to the limitations of the maximum number of votes that a shareholder can cast when set forth in the Company Bylaws, in accordance with articles 188.3 LSC and 6 of the Company Bylaws of ACS (section 1); and (ii) specifying that the basis for calculating the majorities to approve the agreements shall not include the private actions of the right to vote by the Law or the Company Bylaws (section 3).
- A new Title VI (“Suspension and postponement of the General Shareholders’ Meeting”) is incorporated, which also includes two new articles:
 - Article 31 (“Provisional Suspension”): regardless of the general powers of organization of the Meeting’s Chairman, it is proposed to provide express regulatory coverage in this case, developing the standards that would be applicable to this matter.
 - Article 32 (“Extension”): in the same regard previously indicated, this article is expressly incorporated, which contains the legal standards applicable to the extension of the General Shareholders’ Meetings, in accordance with the provisions set forth in article 195 LSC, as well as some additional clarifications applicable in these cases related to the list of attendees and the majorities for adopting agreements.

- Article 28 is incorporated in ("Attendance at the General Shareholders' Meeting through electronic media") of the Regulation the possibility, if so decided by the Board of Directors of the Company to enable telematics assistance to the General Shareholders' Meeting, in accordance with articles 182 and 521 LSC.
- A new Title VII ("Conclusion and Minutes of the General Shareholders' Meeting") is incorporated, which in turn, contains a new article 33 ("Conclusion of the General Shareholders' Meeting") in which, regardless of the general powers of organization that the Board Chairman has already been assigned, it is expressly established that it will be the competency of the Board Chairman to conclude the General Shareholders' Meeting and declare the session recorded.
- The term "*relevant fact*" is replaced by "*other relevant information*" in Article 35 ("Announcing the agreements"), in accordance with the new information communication procedure of issuers authorized by the CNMV since February 8, 2020.

III. Technical and wording amendments:

- In article 1 ("Purpose"), the references to specific norms are eliminated –as well as the other articles of the Statute that they appear in (articles 7, 15 and 34)– to prevent the Statute from not being up-to-date in the event of possible regulatory changes, including in its place a generic reference to the "*regulations in force*".
- Various technical specifications are incorporated into the wording of article 2 ("Scope of application of the Statute, regulatory hierarchy and interpretation"), particularly establishing that the questions that may arise with respect to the application and interpretation of the Regulation will be resolved by the Board of Directors at times other than the development of the Board (in which case, the resolution shall be the responsibility of the Board Chairman) (section 3).
- Article 6 ("Classes of Meetings") is amended for the purpose of incorporating technical specifications to the wording, and in particular, expressly incorporating the possibility that the Ordinary General Shareholders' Meetings may address all the subjects permitted by Law. Likewise, article 7 incorporates several technical specifications of wording in relation to the competencies of the General Shareholders' Meeting.
- Several technical specifications are incorporated into article 9 ("Announcing the call"), including: (i) the "*at least*" section in relation to the media on which the call should be published, in accordance with article 516.2 LSC, (ii) it is indicated that between the call and the date set forth for holding the Meeting, there must be a period of at least one month, except in cases in which the Law establishes a "*different*" advance notice (in this sense, article 515 LSC allows a shorter advance notice, and other articles, such as 98.1 of the Law on Structural Amendments in relation to moving the home abroad, require a longer advance notice); and (iii) the provision related to the requirement by the Board that a notary attend the Meeting to record the minutes is removed, given that it is already contained in article 34.3, where it is considered to be more adequate for systematic reasons.
- With respect to the **rights of the shareholders to request the call and to complete the agenda and to submit new agreement proposals** (article 10), incorporates technical specifications, amending

the heading of the article, and adapting and completing its provisions in accordance with sections 2 and 3 of article 519 LSC.

- In relation to the new Title III related to the **attendance and representation rights**:
 - Regarding article 13 (“Attendance right”), the wording is specified to establish with greater clarity, in line with the provisions set forth in article 26 of the Company Bylaws, that the shareholders who have at least 100 shares shall have the right to attend the Meeting and vote remotely. In addition, it expressly contains the possibility that the shareholders who have fewer than 100 shares delegate their representation to a shareholder, who individually or jointly, possesses or represents at least 100 shares, in line with the provisions set forth in this regard in article 29 of the Company Bylaws; also eliminating certain provisions that are contained in other articles due to systematic reasons.
 - With respect to article 14 (“Attendance of third parties to the General Shareholders’ Meeting”), it specifies that the Company’s directors, managers and technical staff may be invited by the Board Chairman, as well as “*any other person they deem to be appropriate*”, also including in this regard the duty of the Board members to attend the General Shareholders’ Meeting and that “*the non-attendance of any of them shall not affect its valid constitution*”.
 - Several technical specifications are incorporated in relation to the **right of representation** set forth in article 15, also amending the valid heading for “Right of representation”, and in this regard: (i) the basic requirements of representation and non-applicability of the restrictions of the literalness of articles 184 and 187 LSC (section 1) are adapted; (ii) the provisions of the Statute in force are developed in terms of the number of representatives that a shareholder can have, including an express mention of the intermediary entities, as well as a reference to article 29.6 of the Statute in relation to exercising the conflicting vote by the intermediary entities (section 3); (iii) the power of the Board of Directors to develop the provisions related to the right of representation is expressly included, and is made flexible to be in line with the common practice of listed companies (section 4); (iv) the positions with specific competency to verify the identity and documentation of the shareholders and their representatives (section 6); (v) the provisions are completed that shall be applied in the event that the shareholder does not indicate the express instructions in relation to the person to whom they confer their representation and how they vote, including the situations of conflict of interests (section 7); and (vi) it also expressly includes the information obligations of the representative in relation to the conflicts of interest, in accordance with article 523 LSC (section 8).
- In relation to article 17 (“Place of holding the General Shareholders’ Meeting”), on the one hand, the provisions set forth in article 25 of the Company Bylaws are adapted in relation to the possibility of holding the Meeting in “*any other place of the national territory or abroad*” and on the other hand, section 2 incorporates the possibility of holding the Meeting in different places, a provision that would cover both holding the Meeting in one single place, but in different rooms, due to capacity reasons, all in coordination with the provisions set forth in article 25 of the Company Bylaws.
- In addition to incorporating technical specifications of the wording of article 24 (“Intervention requests”), it expressly contains that, if the shareholders attend the Meeting via telematic means,

when that has been established, the answers to said shareholders that exercise their right to information during the Meeting shall occur in writing during the seven days following the Meeting, in accordance with the provisions set forth in this regard in article 28 of the Company Bylaws.

- The following technical specifications are incorporated into article 27 (“Casting the vote remotely”):
 - In section 1, on the one hand, technical specifications are introduced with respect to the guarantees of the means of remote voting; and on the other hand, the following are eliminated: (i) the provisions related to announcing the call, given that they are included in article 9 of the Statute; (ii) those related to the publication on the website of the development standards of the remote voting systems that are contained in section 9 of this article 27; and (iii) those related to the attendance forms and telematic voting, which are set forth in article 11 of the Regulation;
 - in relation to the attendance, delegation and remote voting card, the section “*cast on their behalf by the corresponding entity*” (section 3) is eliminated; “24” is replaced with “twenty-four” in section 4; specifications are incorporated with respect to the disposal of shares prior to the holding of the Meeting, that the Company is aware of, shall be cause for the remote vote being nullified (section 6);
 - the provisions of interpreting the vote are developed and specified when they do not include express instructions (section 7), also establishing, in relation to the agreement proposals related to the points not included in the agenda, that the shareholder casts their vote remotely will be able to delegate their representation (section 8); and
 - it is expressly established that the Board of Directors shall be able to develop the rules applicable to the delegation and remote voting in section 9 of article 27.
- Section 4 of article 33 (“Minutes of the Meeting”) is amended to replace the valid reference with “*the provisions established in the Company Bylaws*”, also replacing the specific reference to the “*Regulation of the Commercial Registry*” with a generic reference to “*the Law*”.
- The following articles are eliminated for systematic reasons, considering that it is more appropriate that their provisions be incorporated into other articles:
 - the valid articles 13 (“Electronic forum of shareholders”), 24 (“Separate votes by subject”) and 27 (“Splitting the vote”), given that their provisions have been contained in summary form in article 28; and
 - the valid article 30 (“Publishing the Statute governing the Meeting”), given that their provisions are already contained in article 4.2 of the Statute.
- Within the framework of the systematic reorganization of the Statute, the structure of its Titles and Chapters is amended: the headers of Chapter II (“Preparation of the General Shareholders’ Meeting”) of Title II and Chapter III (“Voting and documentation of the agreements”) of Title III are amended, the valid Chapter I (“Constitution of the Meeting”) of Title III (“Holding the General Shareholders’ Meeting”) are eliminated, and a new Title III (“Rights of attendance and representation”), a new Title IV (“Place of celebration, infrastructure and media”), a new Chapter I (“List of attendees, constitution of the General Shareholders’ Meeting and opening of the session”) of the new Title V (“Development of the General Shareholders’ Meeting”), a new Title VI (“Suspension and extension of the General

Shareholders' Meeting”) and a new Title VII (“Conclusion and minutes of the General Shareholders' Meeting”) are incorporated into the Statute governing the Meeting.

3. SEPARATE VOTING BY SUBJECTS

In relation to the proposed amendment of the Statute governing the Meeting submitted for the approval of the General Shareholders' Meeting, voting shall be carried out separately, in accordance with the provisions set forth in article 197a LSC.

4. APPENDIX

An **Appendix** is attached to this Report including the text of the proposed amendment of the Statute governing the Meeting, which highlight the proposed amendments.

APPENDIX

**STATUTE OF THE GENERAL SHAREHOLDERS'
MEETING**

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ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.

STATUTE OF THE GENERAL MEETING

PRELIMINARY TITLE

INTRODUCTION

1—Article 1. Purpose

This Statute governs the principles of organization and functioning of the General Shareholders Meeting of ACS, Actividades de Construcción y Servicios, S.A. (the “**Company**”) and, accordingly, contain the regime for call, preparation, information, attendance and development thereof, as well as the exercise of the corresponding political rights when called and held, all in accordance with ~~the Corporation Act, approved by Royal Legislative Decrees 1/2010 of July 2, and other applicable standards~~ current applicable regulations, and in consideration of the best domestic and international practices of good governance.

2—Article 2. Scope of application of the Statute, regulatory hierarchy and interpretation

~~2.1.~~ This Statute shall be applicable to the General Shareholders Meeting ~~of~~ held by the Company, whether ordinary or extraordinary, ~~and~~.

2. This Statute is construed in addition to the legal regulations and Company Bylaws applicable to the General Shareholders Meeting, which shall prevail in the event of conflict with this Statute.

~~2.23.~~ The ~~This~~ Statute shall be interpreted in accordance with applicable legal regulations and company bylaws, and with the principles and recommendations on corporate governance of publicly traded companies, fundamentally aligned to its spirit and purpose. Any questions that may arise with regard to its interpretation and application will be resolved by the Board of Directors, and any matters that may arise in relation to the application and interpretation of the Statute during the development of the General Meeting shall be resolved by the Chairman thereof.

3—Article 3. Validity and amendment

~~3.1.~~ This Statute are approved by the General Shareholders Meeting of the Company, are of indefinite validity and shall be applicable as from the first General Meeting called following that of their approval, without prejudice to the already recognized legal and company bylaw rights of shareholders. The same principles shall be applicable to any amendment to this Statute agreed by the General Meeting.

~~3.2.~~ The Board of Directors and shareholders individually or jointly holding an interest of 3% or more of capital stock may propose the amendment of this Statute, and shall submit a report justifying the proposed amendments. Likewise, amendments to this Statute shall be subject to the diffusion regime set out in article 4 below.

~~4~~ — **Article 4. Diffusion of the Statute**

~~4.1.~~ The Statute of the General Meeting shall be notified to the National Stock Market Commission and entered in the Mercantile Registry, in accordance with applicable regulations.

~~4.2.~~ Likewise, the valid text of this Statute shall be available on the Company's website.

TITLE I

CONCEPT, CLASSES AND POWERS OF THE GENERAL MEETING

~~5~~ — **Article 5. General Meeting**

~~1.~~ The General Meeting is the primary channel of participation by the shareholders in the Company and the supreme institution for expressing the will of the Company and, at which all shareholders are duly gathered to deliberate and decide, by the majorities required in each case, on the areas within its competence, or to be informed regarding such other matters that the Board of Directors or the shareholders consider relevant under the terms prescribed by the Law.

~~2.~~ The its decisions of the General Shareholders' Meeting, adopted in compliance with the provisions of this Statute and the Corporate Charter, are incumbent on all shareholders, including those not in attendance, dissenting voters, those that abstain from voting, those that submit blank ballots and those that have no voting rights, notwithstanding rights of dissent that they may hold.

~~3.~~ The Company will guarantee equality of treatment of shareholders that are in the same status at all times in all that refers to information, participation and the exercise of the right to vote in the General Shareholders' Meeting. Specifically, the Board of Directors will adopt appropriate measures to ensure protection of requirements of accessibility for individuals that require it.

~~6~~ — **Article 6. Classes of Meetings**

~~6.1.~~ The General Shareholders Meetings may be ordinary or extraordinary, ~~and shall be called by the Company's Board of Directors.~~

~~6.2.~~ The ordinary general meeting, previously called for this purpose, shall meet within the first six months of each financial year in order to, if applicable, approve the conduct of the company's business and the annual financial statements for the preceding year, and

resolve upon the distribution of profit or allocation of loss, without prejudice to its competence to deal with and also agree on any other item within its competence, in compliance with the requirements of the Law.

6.3. An Ordinary General Meeting shall be valid even if it is called or held outside this period.

6.4. All general meetings other than those provided for in the foregoing section shall be deemed to be extraordinary general meetings.

~~7~~ — **Article 7. Powers**

7.1. The General Meeting will decide on the matters corresponding to it by Law and the Company Bylaws, and ~~shall adopt~~ in any event with regard to the following ~~resolutions~~:

(a) Approval of the financial statements ~~and company management, and resolution on~~ and the allocation of results, as well as approval of the consolidated financial statements, as appropriate.

(b) Approval of the corporate management of the Board of Directors.

~~(c)~~ Appointment and termination of the members of the Board of Directors, ratification or revocation of ~~provisional~~ appointments by co-opting of the same Directors made by it ~~the Board, and examination and approval of their management.~~

~~(d)~~ Appointment, re-election and termination of accounts auditors and liquidators.

~~(e)~~ Exercise of liability claims against Board Members, liquidators and accounts auditors.

~~(f)~~ Approval of the transformation, merger, spin-off or the en masse assignment of assets and liabilities ~~and~~, the change of registered office to foreign territories and any structural modification whenever required by law.

~~(g)~~ Agreement of the issue of notes or other fixed income securities, the increase or reduction in capital, ~~the transformation, merger or spin off, the en masse assignment of assets and liabilities, the change of registered office to foreign territories and the dissolution~~ of the Company and, in general, any change to the Company Bylaws.

~~(h)~~ Authorization of the Board of Directors to increase capital stock pursuant to the ~~Spanish Companies Law.~~

~~(i)~~ Authorization of the acquisition of treasury shares.

- (j) Decision on the removal or limitation of preferential subscription rights, without prejudice to the possibility of delegating to the Board of Directors under the terms set out by Law.
- ~~(j) Decision on matters submitted to resolution of the Board of Directors.~~
- (k) Approval of the remuneration policy for Board members at least every three years.
- (l) Decision on the application of share award or entitlement remuneration systems, as well as any other remuneration system referenced to the value of shares, regardless of the beneficiary of such remuneration systems.
- (m) Transfer to subsidiaries of core activities that were previously carried out by the ~~originating firm~~ Company, even though the latter retains full control of the former.
- (n) Acquisition or disposal of core assets to contribution to another company. An asset is considered core when the amount of the transaction exceeds twenty-five per cent of the value of the assets featuring on the last approved balance sheet.
- (o) Approval of the dissolution of the Ccompany.
- (p) Approval of the final liquidation balance sheet.
- (q) Approval of ~~Agreement to~~ operations that effectively cause the Company's liquidation.
- (r) Approval of the Regulations of the General Meeting that, subject to the Law and the Company Bylaws, govern the call, preparation, information, attendance and development of the General Meeting, as well as the exercise of the political rights for call and holding thereof.
- (s) Granting to the Board of Directors of the powers deemed appropriate in exception situations, always within the limits of applicable law.
- (t) Decision or vote on any matters by Law or the Company Bylaws.

2. The General Shareholders' Meeting will also resolve any ~~Decide those~~ matters ~~that are~~ submitted to its ruling by ~~agreement of~~ the Board of Directors or by shareholders in those cases provided by Law or that are within its competence under the Law.

TITLE II
CALL AND PREPARATION OF THE GENERAL MEETING

Chapter I
Call to the General Meeting

8 — **Article 8. Call to the General Meeting**

- 8.1.** The General Meetings shall be called by the Board of Directors, or the Company's liquidators if appropriate.
- 8.2.** The Board of Directors shall call the General Meeting wherever necessary or appropriate to the interests of the company and, in any event, on the days or periods determined by the Law and Company Bylaws.
- 8.3.** If the Ordinary General Shareholders Meeting is not called within the statutory period, it can be called at the request of ~~the~~any shareholders ~~with~~prior hearing before ~~the members of the Board of Directors, by the Commercial Judge~~Legal Secretary or Commercial Registrar corresponding to the registered offices of the Company, who shall also appoint ~~the person who will chair~~Chairman and Secretary of the General Shareholders Meeting. The Extraordinary General Shareholders Meeting shall be called in the same way, ~~when requested by the number of shareholders indicated by article 10.1 below~~² above.

9 — **Article 9. Notice of the call to meeting**

- 9.1.** The call to the General Shareholders Meeting shall be made by announcement published at a minimum on the Company's website, on the Official Bulletin of the Mercantile Registry or in one of the most widely circulated daily newspapers in Spain, and on the website of the National Stock Market Commission, with the minimum content set out by Law.
- 9.2.** At least one month shall pass between the call to meeting and the date planned for its holding, except for when the Law stipulates a ~~longer~~different notice period.
- 9.3.** Notwithstanding the foregoing, when the Company offers all its shareholders the effective possibility of voting electronically, the extraordinary General Shareholders Meeting may be called with a minimum notice period of ~~15~~ fifteen calendar days, subject to a resolution adopted in the Ordinary General Shareholders Meeting under the terms established by Law.
- 9.4.** The call ~~to meeting~~notice will include the name of the Company, the date, location and time of the meeting, the agenda which will state the matters of business and the positions

of the person or persons making to call to meeting, as well as any other mention required by Law, and, in particular, [The notice will also include](#) the date on which the shareholder shall have the shares registered in its name in order to participate and vote in the General Shareholders Meeting, the place and manner in which the full text of the documents and proposed resolutions can be obtained, and the Company's website address on which the information will be available.

~~9.5.~~ It may also include the date of second call of the Meeting, if appropriate. A period of at least 24 hours must elapse between the first and second call. Insofar as possible, the shareholders shall be warned of the likelihood of the General Shareholders Meeting being held at first or second call.

~~9.6.~~ Moreover, the notice shall contain clear and accurate information on the procedures the shareholders shall follow to participate and cast their votes in the General Meeting, including, in particular, the following:

- (a) the right to request information, to include points of the agenda and to submit proposals for resolutions, as well as the periods of exercise of said rights. However, in cases where there is a possibility of obtaining more detailed information on such rights on the Company website, the notice may be limited to indicating the exercise period;
- (b) the representative vote casting system, with particular indication of the forms that must be used to delegate votes and the means that must be used for the Company to accept an electronic notice of the representations granted; and
- (c) the procedures established for remote vote casting, whether by post or electronically.

~~9.7~~ ~~The Board of Directors may require the presence of a notary at the holding of a General Shareholders Meeting and production of minutes of the meeting, as required by regulations in force.~~

~~7.9.8~~ If a duly called General Shareholders Meeting is not held on first call, and the call notice does not stipulate a date for the meeting on second call, notice of the meeting on second call shall be given, with the same agenda, subject to the same disclosure requirements as those for the meeting on first call, within fifteen days of the date originally set for the meeting and ten days prior to the date of the new meeting.

~~10~~ ~~Article 10. Shareholders rights with respect to the call to meeting~~ [Right to request convening and supplement the agenda to present new proposed resolutions](#)

~~10.1.1.~~ The Board of Directors shall call a General Shareholders Meeting when requested by one or a number of shareholders of the Company representing at least 3% of capital stock, and shall indicate the matters of business in its/their request. In such case, the

General Shareholders Meeting shall be called to meet within two months following the notarial request made to the Board of Directors to such end and the agenda must include the matters subject to request.

- ~~10.22.~~ Likewise, ~~o~~ Once the General Meeting is called, the shareholders representing at least 3% of capital stock may formally request in writing made to the Company's registered offices within ~~5~~ five days following publication of the call to meeting, published in addition thereto, and including one or more points in the agenda, provided that they include a justification or, if appropriate, a justified proposal with the request. The additional items shall be published at least ~~15~~ fifteen days prior to the date set for the Meeting. Under no circumstances may this right be exercised with respect to the call to Extraordinary General Meetings.
- ~~10.33.~~ Lastly, ~~and i~~ In relation to any General Meeting, the shareholders reaching 3% of capital stock may submit proposals based on resolutions on matters already included or which must be included in the agenda of the General Meeting, within the same period as in the foregoing section, in which case the Company must ensure the diffusion of these proposals and the documentation that, if appropriate, may be included, among the other shareholders, under the terms established by Law.

Chapter II

~~Preparation of the General Meeting~~ Right to information

~~11~~ — Article 11. Information available since the call to meeting

- ~~11.1.~~ In addition to legal or company bylaw requirements, since publication of the notice of the call to meeting and until the holding of the General Meeting, the Company will consistently publish the following information on its website:
- (i) Notice of the call to meeting.
 - (ii) The total number of shares and voting rights on the date of the call, itemized by share classes, if any.
 - (iii) The documents that ~~will be submitted~~ shall be subject to presentation to the General Meeting and, in particular, the reports from administrators, accounts auditors and independent experts.
 - (iv) The full texts of the proposed resolutions ~~made by the Board of Directors in relation to the items~~ regarding each and every item of the agenda or, in relation to the merely informative items of the agenda, a report by the competent bodies, commenting on each one of said items. Insofar as received in each instance, proposed resolutions made by shareholders shall also be included, as applicable.

- (v) The addition to the call to meeting from its date of publication, if applicable. The Company will likewise publish, via its website, the text of the proposals and justifications provided to the Company and those to whom the addition refers.
- (vi) In the event of appointment, ratification or re-election of members of the Board of Directors:
 - (a) Professional experience and background.
 - (b) Other Boards of Directors of which they are a member, regardless of whether or not the related companies are listed on the securities market.
 - (c) Indication of the Board Member's classification as executive, proprietary or independent, as the case may be. In the case of proprietary Directors, the shareholder they represent or to whom they are affiliated shall be stated.
 - (d) The date of their first and subsequent appointments as a Company Board Member.
 - (e) Shares held in the Company and any options on the same.
 - (f) The proposal and reports required ~~for~~ in relation to said appointment, ratification or re-election.
 - (g) If this is a legal entity, the information shall to the extent legally possible include details of the individual who will be appointed for the permanent exercise of the duties pertinent to the office.
- (vii) The forms that shall be used to vote by proxy or remotely, except when sent directly by the Company to each shareholder. If, due to technical difficulties, the above cannot be published on the website, the Company shall indicate on the website how to obtain hard copies of the forms, which shall be sent to all shareholders who request as such.
- (viii) The other documents or information that must be made available to shareholder by Law, concerning the matters of business included in the agenda from the date of call to meeting.
- (ix) Any other information that may be legally necessary and deemed appropriate to facilitate attendance and participation of the shareholders at the Meeting.

~~13.12.~~ An Electronic Shareholders' Forum shall be provided on the company's website, for the period of the call to the General Meetings, which can be accessed with the appropriate guarantees by both individual shareholders and any voluntary associations that ~~they may be formed~~ in accordance with legal provisions, in order to facilitate communication prior to the holding of General Shareholders' Meetings. ~~13.2~~—Any supplementary

proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests for support for such proposals, initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy.

~~13.3~~—The Board of Directors shall approve the corresponding operating rules of the Forum in accordance with the Law, determining the procedure, timings and other conditions of access and use by the shareholders of the Company and of the voluntary associations that may be constituted under regulations in force.

~~12~~—Article 12. Right to information prior to calling of the General Meeting

~~12.1.~~ As from the day of publication of the call to General Meeting and until five days prior thereto the date planned at first call, the shareholders may request the information or clarifications they deem necessary regarding the matters included in the Agenda, ~~as well as in relation to~~ information available to the public that the Company had provided to the National Stock Market Commission or via the report prepared by the Company's accounts auditor. ~~The Board of Directors shall be obliged to provide this information in writing until the day the General Shareholders' Meeting is held.~~

~~12.2.~~ All these requests for information may be made by submission of a request at the registered offices or by post or electronic or telematic means sent to the address specified in the call to meeting. Forms of remote electronic or telephone communication, which shall include ~~an~~ the electronic signature of the shareholder or other kind of identification ~~of the shareholder, under the terms established by that~~ the Board of Directors in the resolution adopted to such end ~~for~~ considers to provide the adequate guarantees of authenticity and identification of the shareholder exercising information rights. The shareholder must prove that they have sent the request to the Company in due time and form. The Company's website shall detail the pertinent explanations for exercise of the shareholder's information right, under the terms set out by Law.

~~12.3~~—Valid requests for information, clarification or questions made in writing and the responses provided in writing by the Board of Directors shall be included on the Company's website.

~~12.4~~3. When, prior to asking a specific question, the requested information is clearly, expressly and directly available to all shareholders of the Company's website in question-answer format, the Board of Directors may limit its response to referring to the information provided in said format.

~~12.5~~—In addition to information requests made in writing, during the holding of the General Meeting the shareholders of the Company may verbally request information or clarifications they deem appropriate concerning the matters of business included in the

~~agenda or in relation to the information available to the public provided by the Company to the National Stock Market Commission since the holding of the General Meeting, or the report prepared by the Company's accounts auditor. Should it not be possible to satisfy the shareholder's request at such time, the Board of Directors shall be obliged to furnish this information in writing within seven days of the conclusion of the Meeting.~~

~~12.64.~~ The Board of Directors shall be obliged to supply the requested information up to the day of the convening of the General Meeting. ~~The Board of Directors shall be obliged to supply the information requested, unless where requested by shareholders representing less than 25% of capital stock and (i) in the eyes of the Chairman, its disclosure may be harmful to the Company's interests, (ii) it is not necessary to safeguard the rights of the shareholder, or (iii) there are objective reasons to consider that such information may be used for purposes external to the company.~~ The information requested may not be refused whenever the request is supported by shareholders representing at least 25% of the capital stock.

5. The Board of Directors may authorize any of the Board Members, the Secretary or the Vice-Secretaries to respond on behalf and in representation of the Board of Directors to requests for information submitted by shareholders.

~~12.36.~~ Valid requests for information, clarification or questions submitted in writing and the answers provided in writing by the Board of Directors will be included on the web site of the Company.

~~13. Article 13. Shareholders' e-forum~~

~~1.1. An Electronic Shareholders' Forum shall be provided on the company's website, for the period of the call to the General Meetings, which can be accessed with the appropriate guarantees by both individual shareholders and any voluntary associations that may be formed in accordance with legal provisions, in order to facilitate communication prior to the holding of General Shareholders' Meetings.~~

~~1.2. Any supplementary proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests for support for such proposals, initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy.~~

~~The Board of Directors shall approve the corresponding operating rules of the Forum in accordance with the Law, determining the procedure, timings and other conditions of access and use by the shareholders of the Company and of the voluntary associations that may be constituted under regulations in force.~~

TITLE III RIGHTS OF ATTENDANCE AND REPRESENTATION

15—Article 1513. Right to aAttendance at General Meetings

15.1. Shareholders owning at least one hundred shares with voting rights are entitled to attend the General Meetings, with such holdings recorded in the share registry book at least five days prior to the date on which the meeting is to be held. This status shall be confirmed by the attendance, proxy and voting card, certified by validation or some other acceptable method under the Law. ~~When the shareholder exercises his/her voting right remotely, this condition must also be fulfilled when the vote is cast.~~ Shareholders exercising their right to vote using remote methods of communication shall also comply with this requirement at the time of issuance of their vote.

2. Shareholders holding a smaller number of shares may delegate their representation to a shareholder with rights to attend, as well as group together with other shareholders that are in the same situation so as to combine the required shares, with the shareholder group required to accord its representation to one of them. The group shall be created especially for each General Shareholders' Meeting and be established in writing.

~~15.53.~~ The rules of development adopted under this ~~section~~ article shall be published on the Company's website.

16—Article 1614. PresenceAttendance of third parties at the General Shareholders' Meeting

16.1. The Chairman of the General Meeting may authorize the attendance of ~~of any other person deemed appropriate. Specifically, the Chairman of the General Meeting may authorize the attendance of~~ directors, managers and technical personnel of the Company and other persons interested in the good progress of company business, as well as any other person that he or she considers appropriate. However, the Meeting may revoke such authorization.

16.2. Members of the Board of Directors shall attend the General Meetings, although failure of any of them to attend will not affect its valid constitution.

14—Article 154. Right of rRepresentation

14.1. All shareholders entitled to attend may be represented at the General Meeting through another person, even if said person is not a shareholder, in compliance with the requirements of the Law, the Company Bylaws and this Statute.

14.2. Power of representation shall be granted in writing or by remote means of communication that meet the requirements set by the Law, and specially for every Meeting, unless the representative is the shareholder's spouse ~~(or any other person in a similar position to that of spouse, pursuant to the applicable legislation),~~ ascendant,

descendant, or general proxy conferred by public document who has the power, ~~by public deed,~~ to manage the shareholders' entire property in Spain.

~~14.5~~ Specifically, Representation may be conferred by electronic means of communication that, duly guaranteeing the identity of the individual represented and the Proxy, the Board of Directors determines as applicable when calling for each Meeting. In order to be valid, the representation conferred by any of the permitted remote methods of communication shall be received by the Company no later than twenty-four hours ~~midnight of the third day~~ prior to the calling of the first session of the Meeting. ~~The Board of Directors may reduce the required prior period in the calling agreement for the Meeting in question, with the same notification as in the calling of the meeting.~~

3. There cannot be more than one representative in the General Shareholders' Meeting, either for cases of voluntary representation or legal representation. By way of exception, entities that appear to be legitimate shareholders in the share registry but are acting on behalf of several individuals may delegate without limitation the vote of each of the indirect holders or third parties designated by them. Such entities may in any event also split their vote and exercise it in a different way in compliance with different voting instructions, if they have received any, in accordance with article 28 of this Statute.

4. The Board of Directors is authorized to implement the above provisions, establishing appropriate rules, methods and procedures for the purpose, considering the state of the art, to implement the granting of representation via electronic means, adjusting in each case to the standards established for that purpose. The rules of development adopted by the Board in accordance with the provisions herein will be published on the Company's website.

Specifically, the Board of Directors may: implement rules of precedence and conflict applicable to proxy and remote voting; regulate the use of personal passwords and other guarantees related to electronic signing for the assignment of representation by email; reduce the previously established notification deadline for the receipt by the Company of proxies sent by mail or email; and allow and authorize the Chairman and Secretary of the General Shareholders' Meeting or individuals to whom any of these are delegated to accept proxies received after the indicated deadline, to the extent that available means allow.

~~14.8~~5. Powers of representation may be revoked. As a general rule, the last action taken by the shareholder before the Meeting will be deemed valid, in the sense that the last proxy revokes all those prior to it. In any case, personal attendance at the Board Meeting by the represented party shall constitute the revocation of the representation. In addition, proxies made prior to making the vote remotely shall be deemed revoked and those conferred subsequently shall not be recognized. Power of representation shall also be

rendered null and void by any disposal of the shares of which the Company becomes aware.

6. The Chairman and Secretary of the Board of Directors or the Chairman and Secretary of the General Shareholders' Meeting following their designation, and the individuals to whom any of these are delegated, will enjoy the most extensive authority to verify the identity of shareholders and their representatives, confirm ownership and legitimacy of their rights and confirm and accept the validity and efficacy of the document or medium authorizing such attendance or representation.

~~14.3 The documents including the power of representation for the General Shareholders' Meeting shall mention at least the following:~~

- ~~a) The date when the General Shareholders' Meeting is to be held and the meeting agenda.~~
- ~~b) The identities of the represented and the representing parties. If not specified, it will be understood that the representation has been granted without distinction to the Chairman of the Board of Directors or the Secretary of the Board of Directors, or any other member of the Board of Directors who is deemed suitable for this purpose as a special circumstance, in each call.~~
- ~~e) The number of shares owned by the shareholder granting the power of representation.~~
- ~~d) The instructions regarding the vote given by the represented shareholders for each of the points in the agenda.~~

~~The proxy may also include items that are not included on the agenda established in the notice of the general meeting but which are dealt with, in accordance with the law, in the general meeting.~~

~~14.47. The documents confirming representation for the General Shareholders' Meeting will present instructions regarding which way to vote. Unless the shareholder conferring the proxy expressly indicates otherwise, it is understood that the proxy applies to all items listed in the agenda for the meeting and that it provides precise voting instructions in favor of the proposed agreements presented by the Board of Directors on the items included on the agenda. Also, and unlessAsimismo, y otherwise specified by the shareholder, the proxy shall extend to any matters which, even if not included in the agenda, and are thus ignored on the date when the power of representation was given, may be subject to vote in the Meeting, in which case the representative shall cast the vote that they deem most suitable for the interests of the Company and the represented party. This rule shall also apply to any proposals subjected to the Meeting's decision which were not presented by the Board of Directors, and, in the case of any power of representation granted by Law and under the statutes herein with no explicit voting instructions.~~

~~14.5 The representation may also be conferred through electronic means of communication, by duly guaranteeing the identity of the represented party and the representative, as~~

~~determined by the Board of Directors, as the case may be, on the occasion of the convening of each Meeting. In order to be valid, the power of representation granted by any of the aforementioned means of communication without attending in person shall be received by the Company before twenty-four hours on the third day prior to the date scheduled for the first call to the Meeting. Upon agreeing to the convening of the respective meeting, the Board of Directors may reduce the required notice, providing the same notice as that given to announcing the call.~~

~~14.6 The Chair and the appointed individuals shall be regarded as entitled to establish the validity of the powers of representation granted and fulfillment of the requirements for attendance of the Meeting.~~

~~14.7 Attending the Meeting by more than one representative is not allowed, regardless of the provisions in article 27 of these Statutes.~~

~~14.8 Powers of representation may be revoked. As a general rule, the last action taken by the shareholder before the Meeting will be deemed valid, in the sense that the last delegation revokes all those prior to it. In any case, personal attendance at the Board Meeting by the represented party shall constitute the revocation of the representation. In addition, delegations made prior to making the vote remotely shall be deemed revoked and those conferred subsequently shall not be recognized. Power of representation shall also be rendered null and void by any disposal of the shares of which the Company becomes aware.~~

~~14.9 If the document that contains the power of representation received by the Company does not include the representative's identity, the shareholder indicate the specific person to whom the shareholder confers the proxy, it shall be regarded as having appointed the Chair of the Board of Directors, the respective Vice Chair (if there are several, substitution in order) ~~by appointment order and~~ or the Secretary of the Board as his representative, in this order in case of their ~~absence of one or more of them,~~ or indiscriminately in favor of the Corporate General Director ~~if the power of representation contains no voting instructions, in the case of being affected by a conflict of interest.~~ Likewise, whenever the representative is ~~should the power of representation received with no voting instructions have been granted to any of the aforementioned individuals and he or she was in conflict of interest and the document has not provided precise instructions,~~ the power of representation shall be understood to have been granted to the ~~corresponding remaining~~ indicated, also following the order in which they have been listed. In any case, in the absence of voting instructions, the new representative shall vote as they deem most suitable for the interests of the Company and represented party.~~

8. Prior to appointment, the proxy must notify the shareholder of the existence of any conflicts of interest. If the conflict is subsequent to the appointment and the grantor has

not been notified of its possible existence, they must be informed immediately. In both cases, if new precise voting instructions are not received for each of the issues on which the proxy should vote on behalf of the shareholder, they must abstain from voting, notwithstanding the provisions of the above paragraph.

~~14.109.~~ In cases where the directors of the Company make a public request for representation, the rules contained in ~~the Corporate Governance Code~~ and the respective development regulations shall be applied.

Article 16. Attendance, proxy and voting cards

~~1. Attendance cards shall be personalized and issued by the Company, following accreditation of ownership by the depositing entities, at the request of the former. The Company may propose the format in which the attendance cards shall be issued to the shareholders by such entities.~~ The Company may issue remote attendance, proxy and voting cards for participation of shareholders in the General Meeting, as well as propose a model for such cards with the verbiage for delegation of proxy that may provide the way to vote by the proxy for each of the proposed resolutions for the items included in the agenda prepared by the Board of Directors to be presented to entities participating in the “Society for the Management of Registration, Compensation and Settlement of Sums, S.A.U.” (IBERCLEAR) and intermediary, managing and depository entities in general. It will also include an attachment for indicating matters outside of the agenda that may be raised and proposals not prepared by the Board of Directors, as well as the identity of the proxy and that of his or her substitute or substitutes if not expressly designated by the shareholder being represented, and in case of a conflict of interest.

~~In such case, t~~The Company shall endeavor to ensure that the form or the card cards are uniform and include includes a bar code or similar system to enable electronic reading for the digital calculation of attendees at the meeting, both present and represented, at the General Meeting~~as well as the formula that said document shall follow in order to delegate representation at the meeting.~~

~~2. Instructions for the delegation or vote of shareholders that are acting through entities such as intermediaries, managers or depositories may be received by the Company via any valid system or medium of remote communication, signed by the shareholder or the entity. The entities may group together instructions received from shareholders and send them together to the Company, indicating what is directed in the instructions. Provided that all this is permitted by Law.~~

~~3. In the event that an entity such as an intermediary, technical controller, manager or depository sends to the Company the attendance, delegation and voting card or accepted medium indicating a duly identified shareholder, with the signature, seal or mechanical impression of the entity, it is understood unless expressly indicated to the contrary by~~

the shareholder that the latter has instructed the indicated entity to exercise their right of proxy or vote, as applicable, in the way indicated in the card or accepted medium for the proxy or vote, with such instructions being handled in accordance with the provisions of articles 15 and 27 of this Statute in the event of uncertainty, and all this always in accordance with what is legally provided.

4. In any case not specifically regulated under this article, the other rules contained in the Company Bylaws and this Statute will apply to proxies and remote voting to which this article refers, as well as, if applicable, those that the Board of Director establishes in the implementation of these, with the Company in any event being uninvolved in the relations of financial intermediaries with their clients with regard to what concerns their custody or management of shares of the Company.

TITLE III

HOLDING OF THE GENERAL MEETING

Chapter I

Constitution of the Meeting

~~15 — Article 15. Attendance at General Meetings~~

~~15.1 — Shareholders owning at least one hundred shares, whose ownership is entered in the corresponding share registry book at least five days prior to the date of the Meeting, shall be entitled to attend. When the shareholder exercises his/her voting rights remotely, this condition must also be fulfilled when the vote is cast.~~

~~15.2 — Additionally, in order to attend the General Shareholders Meeting, the shareholder must possess the corresponding attendance card, the certificate issued by the entity in charge of the share registry book as appropriate, or the document accrediting the position of shareholder by Law. Attendance cards shall be personalized and issued by the Company, following accreditation of ownership by the depositing entities, at the request of the former. The Company may propose the format in which the attendance cards shall be issued to the shareholders by such entities. In such case, the Company shall endeavor to ensure that the cards are uniform and include a bar code or similar system to enable electronic reading for the digital calculation of attendees at the meeting, as well as the formula that said document shall follow in order to delegate representation at the meeting.~~

~~15.3 — The shareholders who attend the meeting personally or through their representative on the occasion of the General Shareholders Meeting on the scheduled date, shall present~~

~~their attendance card or the document accrediting them as shareholder in accordance with these Regulations.~~

~~15.4 In order to participate, act and vote in the Meeting by post, electronically, videoconference or other technically equivalent systems, the identity and condition as shareholder shall be accredited in the manner determined by the Board of Directors in its call to meeting. Attendees at the Meeting by these means shall be considered attendees at the same, sole meeting for all purposes.~~

~~15.5 The rules of development adopted under this section shall be published on the Company's website.~~

~~16~~ **Article 16. Presence of third parties at the General Shareholders' Meeting**

~~16.1 The Chairman of the General Meeting may authorize the attendance of any other person deemed appropriate. Specifically, the Chairman of the General Meeting may authorize the attendance of directors, managers and technical personnel of the Company and other persons interested in the good progress of company business. However, the Meeting may revoke such authorization.~~

~~16.2 The members of the Board of Directors may attend the General Meetings.~~

TITLE IV

PLACE OF CONVENING, INFRASTRUCTURE AND MEDIA

~~21~~ **Article ~~21~~17. Place of convening of the General Meeting**

1. The General Meeting shall be held in the location indicated in the call to meeting within the municipal district where the Company's registered office is located. Nevertheless, the General Meeting may be held in any other place, either domestically or abroad, if the Board of Directors so decides at the time of calling. In absence of such indication in If the call to meeting does not indicate the place of convening, it will be understood that the meeting, ~~the General Meeting~~ shall be held at the registered offices.

2. Pursuant to the provisions of article 25 of this Corporate Statute, the General Shareholders' Meeting may be attended either at the place where the meeting is being held, or if applicable when so indicated in the notice, at other additional locations provided by the Company that are connected with it by any valid systems and allow recognition and identification of the attendees, permanent communication between the attendees regardless of their location and participation and voting, all in real time. The main location shall be located in the municipality of the corporate headquarters, which will not be necessary for the additional locations. For all purposes related to the General Shareholders' Meeting, attendees at any of these locations will be considered to be

attending one and the same meeting. The meeting will be considered to be held where the main location is.

Article 18. Organization of the General Meeting

1. The location designated for the holding of the General Shareholders' Meeting will be provided with sufficient personnel, technical equipment and security measures. Surveillance and protection measures will be established, including access control systems, which will be sufficient to guarantee the security of the attendees and the good order of the proceedings of the General Shareholders' Meeting.
2. The General Shareholders' Meeting may be video recorded in order to facilitate the most extensive transmission of the General Shareholders' Meeting. The proceedings of the General Shareholders' Meeting may also be re-transmitted by any medium, including via video on the internet and by transmission over social networks. Provided it is so determined by the Chairman of the Meeting.
3. Photography, video, recording or similar apparatus may not be used in the hall or halls in which the General Shareholders' Meeting is held, except to the extent permitted by the Chairman. Surveillance mechanisms may be set up in the access area to the hall or halls to ensure compliance with this provision.
4. Whenever reasonably possible, the Company will endeavor to ensure that the place in which the General Shareholders' Meeting is held provides apparatus to facilitate access and participation in the General Shareholders' Meeting by individuals with reduced mobility or other kinds of limitations, as well as simultaneous interpretation of the presentations at the General Shareholders' Meeting.
5. The provisions regarding the organization both in general with respect to the proceedings and holding of the Meeting will apply both to the main locations and the additional locations, if any.

TITLE V
PROCEEDINGS OF THE GENERAL MEETING

Chapter I

List of attendees, constitution of the General Meeting and opening of the session

~~19~~—**Article 19. Opening of the location and rRegistration of shareholders**

~~19.1.~~ The shareholders or their valid representatives may present their respective attendance, proxy and voting cards or documents accrediting their position as shareholders and, if appropriate, the documents proving the representation granted, to the share registry personnel, in the place and on the day scheduled for the session of the General Shareholders Meeting at first or second call, and from one hour prior to the time announce for the beginning of the meeting (unless specified otherwise in the call to meeting), pursuant to these Regulations.—~~Attendance cards and representation documents submitted to the share registry personnel after the time scheduled for commencement of the General Shareholders Meeting shall not be admitted.~~

2. Notwithstanding the provisions of the previous paragraph, the shareholders or, if applicable, their proxies that enter the place where the General Shareholders' Meeting is being held late, after admission of attendance, proxy and voting cards or documents accrediting them as shareholders, may attend the meeting as guests (in the same hall where it is being held, or if so decided by the Chairman of the Meeting, in a neighboring hall for where they can follow it), but neither the shareholders nor their proxies will be included in the list of attendees.

~~19.3.~~ The registry of shareholders present and represented will be performed by the persons appointed to such end by the Secretary of the General Shareholders Meeting, using the appropriate technical resources if necessary.

~~17~~—**Article ~~17~~20. Panel of the General Meeting**

~~17.1.~~ The Panel of the General Meeting will be formed by ~~one~~ the Chairman and ~~one~~ the Secretary of the General Shareholders' Meeting and by the other members of the Board of Directors present at the meeting, Without prejudice to any other authority assigned under these Statutes, the Governing Panel will assist the Chairman of the General Meeting, at his request, in the exercise of his functions.

~~17.2.~~ The Chairman of the General Meeting shall be the Chairman of the Board of Directors or, in his/her absence, the Vice Chairman, ~~and the Secretary of the Meeting shall be the Secretary of the Board of Directors or, in his/her absence, the Vice Secretary.~~ If there are several Vice Chairmen ~~or Vice Secretaries~~ of the Board of Directors, it will be as per the order established among them ~~each one shall be listed.~~ In the absence of all the

foregoing, the Chairman ~~or Secretary, as appropriate,~~ shall be appointed from the shareholders present at the beginning of the meeting.

17.3. The Chairman of the General Meeting is responsible for, as the person responsible for the management of the meeting, will possess in general the broadest authority required for its proper progress, including the following:

- (a) Opening the session.
- (b) Verifying the valid constitution of the General Shareholders Meeting and, if appropriate, declaring it constituted.
- (c) If appropriate, report the requirement of the Board of Directors to request the presence of a notary to draw up the minutes of the meeting
- (d) Resolve queries, clarifications or claims arising in relation to the list of attendees, the identity and legitimacy of shareholders and representatives of shareholders, the authenticity and integrity of attendance cards, delegation and remote voting or the corresponding accreditation, as well as all that concerning potential exclusion, suspension or limitation of political rights and, in particular, the voting rights bestowed by the shares under the Law and the Company Bylaws.
- (e) Lead, if appropriate, the General Shareholders Meeting in order to be informed of the progress of the Company, as well as to present its results, objectives and projects.
- (f) Give the floor to the Directors or senior executives as deemed appropriate to lead the General Shareholders Meeting.
- (g) Order and lead speeches in order to make the deliberations pursuant to the agenda.
- (h) Order and lead the deliberations as per the authority described under article 25 of this Statute.
- ~~(i) — Reject proposals made by the shareholders when inappropriate or untimely.~~
- (j) Indicate when voting should take place.
- ~~(k) — Establish the voting systems and procedures, organize voting and establish the vote scrutiny and counting system in accordance with the provisions of the Law and this Statute.~~
- (l) Proclaiming the results of the votes.
- (m) Temporarily suspending the General Shareholders' Meeting.
- (n) Adjourning the session.

- (o) And in general exercising all other authority, including that or order and discipline, that are needed for the proper conduct of the meeting.

~~17.4.~~ The Chairman of the General Shareholders' Meeting will be assisted by the Secretary of the Meeting. The Secretary of the Board of Directors will be the Secretary of the General Shareholders' Meeting, or the Vice-Secretary in his or her absence. If there are several Vice-Secretaries of the Board of Directors, the order established among them will be followed. In the absence of any of the above, the individual designated by the shareholders in attendance at the beginning of the meeting will act as Secretary.

5. The functions of the Secretary of the General Shareholders' Meeting will be:

- (a) Declaring the constitution of the Governing Panel.
- (b) Preparing, by delegation by the Chairman, the list of attendees, for which purpose he or she will have the assistance, means and systems directed by the Chairman.
- (c) Rendering account to the General Shareholders' Meeting, by delegation by the Chairman, of the provisional quorum, if applicable, and the definitive quorum, indicating the number of shareholders present and represented, and also indicating the percentage of capital stock that each represent, as well as the total number of shares in attendance at the General Shareholders' Meeting.
- (d) Reading, if applicable, or rendering a summary account of the essential items in the notification of the meeting and the text of proposed resolutions.
- (e) Resolving, together with the Chairman, any questions, clarifications or complaints arising in relation to the list of attendees and with delegations or proxies.
- (f) Recording the minutes of the General Shareholders' Meeting, as applicable.
- (g) And in general exercising, under the direction of the Chairman of the General Shareholders' Meeting, the authority required for the organization, order and discipline required for the satisfactory progress of the meeting and the adoption and formalization of resolutions.

6. Even when present at the meeting, the Chairman of the General Shareholders' Meeting may delegate control of debate and other functions related to progress and conduct that he or she considers relevant to the Board Member that he or she selects or to the Secretary of the General Shareholders' Meeting, who will assume these functions in the name of the Chairman, who may retrieve them at any time.

~~17.75.~~ If the Chairman or the Secretary of the General Shareholders' Meeting must be absent for any reason during the course of the meeting, the substitute exercising such functions will be selected in accordance with the provisions of the Company Bylaws and this article.

~~20~~—Article ~~21~~10. List of attendees

~~20.1.~~ Once the Governing Panel is constituted and prior to addressing the first point of the agenda of the meeting, the list of attendees is drawn up, expressing the nature or representation of each one and the number of own- or third-party shares represented. At the end of the list the number of shareholders present (including those voting remotely) or represented will be determined, as well as the capital sum owned by these, specifying that corresponding to shareholders with voting rights. ~~The list of attendees shall include as present shareholders those who have cast their votes remotely in accordance with the Company's corporate governance system.~~

~~20.2.~~ ~~The Chairman of the General Shareholders Meeting delegates the preparation of the list of attendees to the Secretary. The Secretary of the Board of Directors will be assisted by the means and the systems determined by the Chairman for preparation of the list and, if appropriate, for the counting of votes.~~

2. At the start of the General Shareholders' Meeting, the declaration of the Chairman regarding the list of attendees may be made provisionally so as to confirm the existence of a quorum for the valid constitution of the Meeting. In any event, the definitive closing of the list and the subsequent determination of the definitive quorum shall be performed prior to submitting to vote the proposed resolutions on the various items in the agenda of the General Shareholders' Meeting.

~~20.3.~~3 The list of attendees will be attached to the minutes of the General Shareholders' Meeting.

~~18~~—Article ~~18~~22. Constitution of the General Meeting

~~18.1.~~ Except where the Law establishes other quorums for constitution, the General Meeting will be validly constituted at the first convocation when shareholders representing or represented hold at least 25% of the subscribed capital with voting rights. Any capital stock in attendance will be valid to constitute the Meeting for the second call.

~~18.2.~~ However, Notwithstanding the provisions of the above paragraph, the attendance of shareholders present or represented holding at least 50% of the subscribed capital with voting rights at the first convocation is required for the General Meeting to validly adopt any increase or reduction in capital or any other modification of the Company Bylaws, the issue of bonds, suppression or limitation of preferential subscription rights for new shares, or the transformation, merger, spin-off or the en masse assignment of assets and liabilities or the change of registered office to foreign territories-

3. Once the General Shareholders' Meeting is validly constituted, the absence of any shareholders will not affect the progress of the Meeting.

4. If the attendance of a certain percentage of the capital stock is necessary in order to validly adopt a resolution with regard to one or several agenda items at the General Shareholders' Meeting in accordance with the Law or Company Bylaws and this percentage is not reached or the consent of certain interested shareholders is required and they are not present or represented, the General Shareholders' Meeting will be limited to deliberating and deciding on those items on the agenda that do not require the attendance of that percentage of the capital stock or such shareholders.

19 — Article 19. Registration of shareholders

~~19.1 — The shareholders or their valid representatives may present their respective attendance cards or documents accrediting their position as shareholders and, if appropriate, the documents proving the representation granted, to the share registry personnel, in the place and on the day scheduled for the session of the General Shareholders Meeting at first or second call, and from one hour prior to the time announce for the beginning of the meeting (unless specified otherwise in the call to meeting), pursuant to these Regulations. Attendance cards and representation documents submitted to the share registry personnel after the time scheduled for commencement of the General Shareholders Meeting shall not be admitted.~~

~~19.2 — The registry of shareholders present and represented will be performed by the persons appointed to such end by the Secretary of the General Shareholders Meeting, using the appropriate technical resources if necessary.~~

~~19.3 — Shareholders voting remotely, in accordance with the Company Bylaws, shall be deemed present for the purpose of convening the meeting.~~

20 — Article 20. List of attendees

~~20.1 — Once the Governing Panel is constituted and prior to addressing the first point of the agenda, the list of attendees is drawn up, expressing the nature or representation of each one and the number of own or third party shares represented. At the end of the list the number of shareholders present or represented will be determined, as well as the capital sum owned by these, specifying that corresponding to shareholders with voting rights. The list of attendees shall include as present shareholders those who have cast their votes remotely in accordance with the Company's corporate governance system.~~

~~20.2 — The Chairman of the General Shareholders Meeting delegates the preparation of the list of attendees to the Secretary. The Secretary of the Board of Directors will be assisted by the means and the systems determined by the Chairman for preparation of the list and, if appropriate, for the counting of votes.~~

~~20.3 — The list of attendees shall be attached to the minutes of the General Meeting.~~

~~21~~ — **Article 21. Location of the General Meeting**

~~The General Meeting shall be held in the location indicated in the call to meeting within the municipal district where the Company's registered office is located. In absence of such indication in the call to meeting, the General Meeting shall be held at the registered offices.~~

Article 23. Opening of the session

1. Prior to the opening of the General Meeting, its Chairman, or on his or her direction the Secretary, will announce the provisional or definitive attendance data.
2. If based on this data the required quorum for the valid constitution of the General Meeting has been established and the Meeting can deliberate on and adopt resolutions regarding at least any one of the items on the agenda for the meeting, the Chairman of the General Meeting will declare it validly constituted and call the session to order. In the event that the data in question is provisional, the definitive data will be provided to the General Shareholders' Meeting at a later time, and in any event before deliberating the items on the agenda.
3. If appropriate, the Chairman of the General Shareholders' Meeting will announce the presence of a notary at the meeting, whom he will identify, indicating the requirement directing him or her to record the minutes of the meeting.

Chapter II

Speaking schedule of the shareholders

~~22~~ — **Article 24. Requests to speak**

- ~~22.1.~~ Once the General Shareholders Meeting has been convened, the shareholders who wish to participate in the Meeting ~~in the speaking slots~~ will identify themselves with the Secretary or, if applicable, the notary public or whoever is designated for this purpose, showing the National Identification Document or equivalent for foreign nationals, and the attendance, proxy and voting card which shows the number of shares owned and the shares represented. Both documents shall be returned once the individual has spoken. If the speaker wishes for his intervention to be transcribed in the minutes of the Meeting, it must be delivered in writing at the time to the notary public or the Panel, or if applicable to the notary, for collation.
- ~~22.2.~~ The Board of Directors may determine in the call to meeting that the speeches and motions which, pursuant to the Law are intended to be made by shareholders attending by telematic means, should this possibility be provided for in the call to meeting, must be sent to the Company prior to the convening of the Meeting. This call to meeting will

describe the times and forms of exercising the shareholders' rights provided for enable the orderly development of the Meeting. Responses to those shareholders that exercise their right to information during the Meeting will be provided in writing during the seven days following the Meeting.

~~22.3.~~ Once the Panel has the list of shareholders who wish to speak, the speaking schedule shall begin prior to the voting on the matters included in the agenda.

~~23~~—Article ~~25~~³. Shareholder speeches

~~23.1.~~ Shareholders shall speak in the order in which they are called by the Panel. The Chairman shall determine the maximum time initially assigned to each slot, in view of circumstances, which shall be the same for everyone.

2. Rights to speak and requests for information will be exercised only once. During the speeches, the speaker may present proposals on any item in the agenda for the meeting, except where the Law excludes it or it violates the rights of other shareholders in those cases in which they should have been available to the shareholders at corporate headquarters at the time of announcement of the meeting or, if applicable, the supplement to the announcement. The speaker may also propose the adoption of resolutions regarding items that, in accordance with the Law, the General Shareholders' Meeting may deliberate and decide on although not in the agenda for the meeting.

3. The time initially assigned to the shareholder will be five minutes, without prejudice to the authority of the Chairman of the Meeting to extend or time limit to have the floor, in accordance with the provisions in paragraph 4 below.

2. ~~23.42.~~ In the exercise of his/her powers for the orderly development of the General Shareholders Meeting, and without prejudice to other actions, the Chairman may lead and order speaking slots, and in particular may:

- (a) ~~May e~~Extend the time initially assigned to each shareholder when deemed appropriate.
- (b) ~~May a~~Ask the speakers to clarify issues that have not been understood or which were not sufficiently explained during the speaking slot.
- (c) ~~May c~~Call the speaking shareholders to order to circumscribe their speech to matters pertinent to the Meeting and to abstain from making inappropriate declarations or from abusively or obstructively exercising their right.
- (d) ~~May i~~Inform speakers may that their allotted speech time is ending, and when they have exhausted their speaking time, or if they persist in the conduct described in the foregoing paragraph, take the floor from them.
- (e) If their speech is considered to disturb the correct order and normal progress of the session, may ask the speaker to leave the meeting and the measures necessary may be taken to effectively do this.

- (f) Deny the floor when he or she believes that a certain item has been sufficiently debated, is not included in the agenda or is hindering the course of the meeting, as well as rejecting the reply of the speaker.
- (g) Decide on the order of the responses and whether they occur after each speech or as a group and, if applicable summarized after completion of the last speech.

Article 26. Right of information during the General Meeting

~~12.1.5 In addition to information requests made in writing, during the holding of the General Meeting~~During the speeches, the shareholders of the Company or their proxies may verbally request information or clarifications they deem appropriate concerning the matters of business included in the agenda ~~or in relation to the,~~ information available to the public provided by the Company to the National Stock Market Commission since the holding of the last General Meeting, ~~or~~ and regarding the report prepared by the Company's accounts auditor. Should it not be possible to satisfy the shareholder's request at such time, the Board of Directors shall be obliged to furnish this information in writing within seven days of the conclusion of the Meeting. They shall be identified as per the provisions of article 24 above for this purpose.

2. Information or explanations requested will be provided by the Chairman or, if applicable at his or her direction, by the Secretary, a Member of the Board or any other person he or she may designate. If it is not possible to satisfy the rights of the shareholder at that time, the Board of Directors will be required to provide the information in writing within seven days following the end of the Meeting.

3. The Board of Directors shall be obligated to provide the information requests, except in those cases in which its publication damages the interest of the Company or its affiliates, (ii) it is unnecessary to protect the shareholder's interest, or (iii) there are objective reasons to believe that it might be used for extra-corporate purposes. Information requested may not be denied if the request is supported by shareholders representing at least 25% of the capital stock.

Also, if prior to the presentation of a specific question the information requested is clearly, expressly and directly available to all shareholders on the website of the Company under the Q and A section, the Board of Directors may limit its response by referring to the information provided in this format.

Chapter III
Voting and adoption documentation of resolutions

~~24~~ **Article 24. Separate voting by matter.**

~~24.1~~ The General Meeting shall vote separately on matters that are substantially independent from each other.

~~1.3.~~ ~~24.2~~ Even if they appear in the same item of the agenda, the following shall be voted on separately:

- ~~a)~~ The appointment, ratification, re-election or removal of each Director.
- ~~b)~~ The amendment of company bylaws, of each article or group of articles with their own autonomy.

~~25~~ **Article ~~2~~75. Remote voting**

~~25.1.~~ Shareholders holding at least one hundred shares with voting rights under the provisions indicated in article 13 above may cast votes A vote on the proposals regarding the items included in the agenda of any type of General Meeting may be exercised by the shareholder through postal, electronic or any other means of remote communication, as long as it provides adequate guarantees of verification and identification of the shareholder voting and duly ensures a necessary the security of electronic transmissions in accordance with the provisions in this regard of the Board of Directors. ~~guarantees the identity of the party exercising its right to vote. In the notice of convening the General Meeting and on the Company's website, the means and procedures for the exercise of voting remotely will be established, in accordance with the rules that develop said system, including, if applicable, the forms to accredit attendance and voting through remote means.~~

~~25.2.~~ Shareholders voting remotely shall be deemed present for the purpose of convening the meeting.

~~25.3.~~ To cast the vote by postal correspondence, the shareholder must send to the Company, duly completed and signed, the attendance form, proxy and remote vote ~~issued on the behalf of the respective shareholder by the corresponding entity~~, which will state the meaning of the vote, or to abstain from or cast a blank vote.

~~25.4.~~ The vote cast by any of the means previously mentioned must be received by the Company at least twenty-four hours preceding the day immediately prior to the date scheduled for the General Shareholders' Meeting on the first or second call, as relevant.

~~25.5.~~ The vote cast by any of the means previously mentioned, must be received by the Company before the 24 twenty-four hours preceding the day immediately prior to the

date scheduled for the General Shareholders' Meeting on the first or second call, as relevant.

~~25.6~~ Furthermore, the Board of Directors, in order to avoid possible duplication, may adopt the necessary measures to ensure that the person who has cast the vote remotely is duly authorized to do so in accordance with the provisions of the Bylaws and these Statutes.

~~25.7~~6. The vote cast remotely referred to in this article will not be recognized:

- a) By later express revocation by the same means employed for its casting within the period stipulated for this purpose.
- b) By attendance of the meeting by the shareholder who cast the vote.
- c) By disposal of the or if the shareholder disposes of their shares prior to the Meeting that the Company is aware of.

~~25.8~~7. Should votes cast remotely be received which, for any reason, do not clearly specify the vote or the specific items to which the vote pertains, the vote shall be presumed to pertain to the maximum number of items and to be a vote in favor If express instructions are not included in the issuance of a remote vote or they are only included with regard to some of the items on the agenda for the meeting, it will be presumed, absent any express indication by the shareholder to the contrary, that the remote vote refers to all items on the agenda of the General Shareholders' Meeting and is in favor of the proposals presented by the Board of Directors.

8. With regard to proposed resolutions for items not included in the agenda for the meeting, any shareholders that submit their votes remotely may delegate their representation via any of the methods indicated in this Regulation, in which case the rules established for this purpose will apply.

~~25.9~~ The Board of Directors has the power to develop the appropriate rules, means and procedures to implement the voting by electronic means. ~~25.6~~—In order to avoid possible duplication, the Board of Directors may also adopt whatever measures required to ensure that anyone that has voted remotely is duly authorized to do so in accordance with the provisions of the Company Bylaws and this Statute. The rules of order adopted by the Board in accordance with the provisions herein will be published on the Company's website.

Specifically, the Board of Directors may: implement rules of precedence and conflict applicable to delegation and remote voting; regulate the use of guarantees related to electronic signing for submitting votes by email; reduce the notification deadline established in paragraph 5 above for the receipt by the Company of remote votes; and allow and authorize the Chairman and Secretary of the General Shareholders' Meeting and individuals to whom any of these powers are delegated to accept, if applicable,

remote votes received after the indicated deadline, to the extent that available means allow.

Article 28. Attendance at the General Shareholders' Meeting through electronic means

The Company may enable telematic attendance of shareholders at the General Meeting, provided that the state of the art so permits, as agreed by the Board of Directors. In this case, the call will describe the terms, forms and ways of exercising the rights of the shareholders, also informing about it through the Company's website.

Article 29. Voting on proposed resolutions

1. Once the speeches are completed and the responses are made in accordance with the provisions of this Regulation, the proposed resolutions contained in the agenda or any other presented by the shareholders during the course of the meeting in accordance with the Law will be voted on.
2. The adoption of resolutions will proceed in accordance with the agenda provided in the notice of the meeting. Those proposed resolutions that have been presented by the Board of Directors will be submitted to vote initially, followed by, if applicable, voting on those presented by other proponents, observing the order established for that purpose by the Chairman of the General Shareholders' Meeting.

If proposals have been presented related to items regarding which the General Shareholders' Meeting can resolve without being included in the agenda, the Chairman will decide the order in which they will be submitted to vote.

In any event, once a proposed resolution has been approved, all other related to the same item that are inconsistent with it will be dismissed, without in this case being submitted to vote.

3. Separate votes shall be taken at the General Meeting on all matters which are substantially independent. In any event, separate votes shall be taken on the following matters, even if they are included in the same item on the agenda: (i) the appointment, ratification, re-election or dismissal of each Member of the Board; and (ii) modification of the Corporate Statutes and modification of each article or group of articles that stand alone.
4. It is not required that the Secretary present or read those proposed resolutions beforehand whose texts have been made available to shareholders prior to the General Shareholders' Meeting, unless any shareholder request this for any or all of the proposals, whether in whole or part, or it is otherwise considered appropriate by the Chairman. In any event, the item on the agenda referring to the proposed resolution that is submitted to vote will be indicated to the attendees.

5. As a general rule, voting on proposed resolutions will be conducted in accordance with the following procedure, without prejudice to other alternative systems that may be used as decided by the Chairman:

(a) In relation to proposed resolutions related to items included in the agenda, the votes of all shares present and by proxy will be considered in favor of the proposals presented or adopted by the Board, except for: (i) votes corresponding to shares whose holders or proxies that vote against it, submit a blank vote or abstain, indicating their vote or abstention through their notification or expression to the Secretary of the Meeting or, if applicable, to the notary, for recording in the minutes; (ii) votes corresponding to shares whose holders have voted against it or submitted a blank vote or have expressly indicated their abstention by means of remote communication provided in the above article; and (iii) votes corresponding to shares whose holders or proxies have left the meeting prior to voting on the proposed resolution in question and have indicated their departure to the Secretary of the Meeting, or the notary if applicable.

(b) In relation to proposed resolutions related to items not included in the agenda or proposals not adopted by the Board, the votes of all shares present and by proxy for proposals not adopted by the Board will be considered against the proposals presented or assumed by the Board, except for: (i) votes corresponding to shares whose holders or proxies that vote in favor of it, submit a blank vote or abstain, indicating their vote or abstention through their notification or expression to the Secretary of the Meeting or, if applicable, to the notary, for recording in the minutes; and (ii) votes corresponding to shares whose holders or proxies have left the meeting prior to voting on the proposed resolution in question and have indicated their departure to the Secretary of the Meeting, or the notary if applicable.

6. Intermediaries that appear to be legitimate shareholders but that act for the account of various clients may divide their vote in order to exercise it in different directions based on the instructions of their clients, under the terms established under the Law.

7. When a vote is issued electronically in accordance with the provisions of the previous article, the Company will send an electronic confirmation of receipt of the vote to the shareholder or, if applicable, the intermediary that issued it.

Notwithstanding the above, after the General Shareholders' Meeting shareholders or third parties designated by them may obtain a confirmation from the Company that their votes have been validly recorded and accounted for by the Company, unless they already have this information, under the conditions prescribed by Law.

26—Article 306. Adoption of resolutions and declaration of outcome

- 26.1.** The General Shareholders Meeting shall adopt resolutions by the voting majorities required by Law or the Company Bylaws. Each share bearing a voting right present or represented in the General Shareholders Meeting bears an entitlement to one vote, without prejudice to legal assumptions prohibiting the right to vote due to conflicts of interest and the application as appropriate of limitations on the maximum number of votes that a shareholder may cast whenever so indicated in the Company Bylaws.
- 26.2.** Approval of resolutions shall require the simple majority of votes of the shareholders present or represented in the General Shareholders Meeting. A resolution shall be understood to be adopted when more votes of the present or represented capital are obtained in favor than against. A greater majority shall be required when so determined by Law or by the Company Bylaws.
- 26.3.** For the purposes of determining the number of shares on which the majority necessary to approve the various resolutions shall be calculated, shares present or represented at the meeting shall be considered as all those included on the list of attendees, minus the shares owned whose owners or representatives have left the meeting prior to the vote on the proposed resolution or resolutions in question, and who have recorded their absence before the notary and his/her assistants (or, in absence thereof, the Secretary of the General Shareholders Meeting), as well as the shares that are totally or partially deprived of the right to vote in general through the application of the Law or the Company Bylaws, or by specific agreement in that regard.
- 26.4.** At the moment of the vote, when the Chairman of the General Shareholders Meeting deems fit, when there is a sufficient number of votes to pass or reject all or part of the proposed resolutions, he/she may declare them to be passed or rejected on behalf of the General Shareholders Meeting, without prejudice to declarations that the shareholders may make to the Secretary of the General Shareholders Meeting or, if appropriate, the Notary Public, concerning their vote for recording in the minutes to the meeting.
- 26.5.** Notwithstanding the foregoing section, for each resolution subject to vote by the General Shareholders Meeting, the number of shares represented by the casting of valid votes, the proportion of capital stock represented by said votes, the total number of valid votes, the number of votes in favor and against for each resolution and, if appropriate, the number of abstentions, as a minimum, shall be determined.

27—Article 27. Fractioning of the vote

- ~~27.1 The proxy may represent more than one shareholder with no limit on the number of shareholders they may represent. When a proxy represents various shareholders, they may issue different votes according to the instructions received from each shareholder.~~

~~27.2—Moreover, financial brokers appearing authorized as shareholders in the share ledgers may fraction their vote when necessary to fulfil the voting instructions received from their various clients. Likewise, these financial brokers may delegate the vote to one of the indirect shareholders or to third parties designated by these, with no limit on the number of delegations granted.~~

~~27.3—In all other cases, fractioning may be applied when the Chairman deems there to be a just cause.~~

TITLE V
SUSPENSION AND POSTPONEMENT OF THE GENERAL MEETING

Article 31. Provisional suspension

1. By way of exception, in the event that disturbances that substantially disrupt the good order of the meeting or any other extraordinary circumstance occurs that temporarily hinder the normal progress of the General Shareholders' Meeting, the Chairman, on the proposal of the Governing Panel of the General Shareholders' Meeting, may allow the suspension of the session for whatever period he or she considers sufficient, in order to ensure the restoration of conditions required for its continuation. The Chairman of the General Shareholders' Meeting may adopt additional measure that he or she may consider proper to guarantee the safety of those present and avoid the re-occurrence of circumstances that may again disturb the good order of the meeting.
2. If the situation that caused the suspension continues once the session is reconvened, the Chairman will consult with the Governing Panel so that the General Shareholders' Meeting can be postponed to the following day. In the event that the resolution to postpone is not adopted for whatever reason, the Chairman will immediately adjourn the session.

Article 31. Postponement

1. On the proposal of the Governing Panel of the General Shareholders' Meeting or on request of shareholders representing at least one fourth of the capital present at the General Meeting, the attendees may agree on the postponement of its session for one or more consecutive days. No matter how many sessions may occur, the General Shareholders' Meeting is considered one meeting, with one set of minutes for all sessions.
2. Once the holding of the General Shareholders' Meeting is postponed, it will not be necessary to repeat the performance of the requirements indicated in the Company Bylaws or by Law for its valid constitution in the later sessions. If any shareholder included on the list of attendees compiled at the start of the meeting does not subsequently attend the later meetings, the majorities required for the adoption of resolutions will continue to be those determined in them based on the data from such list, without prejudice to the provisions of article 29.3 of this Regulation.

TITLE VII
CONCLUSION AND MINUTES OF THE GENERAL MEETING

Article 33. Conclusion of the General Meeting

When voting on proposed resolutions is completed and the results are announced by the Chairman of the General Shareholders' Meeting, the latter will have the authority to close the General Shareholders' Meeting and adjourn the session.

~~28~~—Article ~~28~~34. Minutes of the Meeting

- ~~28.1.~~ Resolutions of the Meeting will be recorded in the minutes that will be included in the Minutes Ledger, with a summary of the matters debated and the speeches for which a record has been made. The Minutes to the Meeting may be approved by the Meeting itself immediately following its holding, and within fifteen days thereof by the Chairman and two witnesses, one representing the majority and one representing the minority.
- ~~28.2.~~ The minutes approved by either of these two forms shall be executive as from the date of approval.
- ~~28.3.~~ The Board of Directors may require the presence of a notary public to draw up the minutes of the Meeting and will be obliged to do so provided, five days prior to the date planned for the Meeting, shareholders representing at least 1% of capital stock request as such. Notarial fees shall be borne by the Company. The notarial deed shall be considered Minutes of the General Meeting.
- ~~28.4.~~ Certification of the minutes and resolutions of the General Meetings shall be issued by the Secretary of the Board of Directors and, in absence thereof, by the persons authorized for this ~~under~~ according to the Bylaws and the ~~Law~~Mercantile Registry Regulations, with the approval of the Chairman or, if applicable, the Vice Chairman of the Board.

~~29~~—Article ~~29~~35. Publishing of resolutions

- ~~29.1.~~ Without prejudice to entry in the Mercantile Registry of the resolutions that can be entered and legal provisions on the publicity of corporate resolutions applicable, on the same day as the holding of the Meeting or the business day immediately following, the Company shall send the text of the resolutions approved to the National Stock Exchange Commission, through the appropriate communication of ~~the relevant event~~ other relevant information.
- ~~29.2.~~ The resolutions approved and the outcome of voting will likewise be accessible on the Company's website within five days following the conclusion of the General Meeting.

~~29.3.~~ Likewise, at the request of any shareholder or any representative thereof in the General Meeting, the Secretary shall issue the certification of the resolutions or the notarial deed.

~~30~~ **~~Article 30. Publicity of the Regulations of the Meeting~~**

~~Following approval, these Regulations shall be accessible on the Company's website, thus making public the legal framework in which the General Meetings shall be developed, to inform shareholders and investors, and without prejudice to Company bylaws and regulations in force.~~
