

EUSKALTEL, S.A.

2016 ORDINARY GENERAL SHAREHOLDERS' MEETING



Attendance, proxy and absentee voting card for the Ordinary General Meeting of Euskaltel, S.A. to be held at the registered office, located at Parque Tecnológico-Teknologi Elkartegia Edificio 809, 48160, Derio (Biscay), at 12:00 on 27 June 2016, on first call, or the next day, 28 June 2016, on second call (taking into account that the Meeting will in all likelihood be held on first call unless the shareholders are advised otherwise on the corporate website (www.euskaltel.com) and via daily newspaper).

Owners:		Address:	
Securities Acct. Code	Minimum number of shares to attend	Number of shares	Number of votes
	1		

PERSONAL ATTENDANCE AT THE MEETING

Shareholders desiring to physically attend the General Meeting must sign in the space below and present this card on the day of the General Meeting at the place where it is to be held.

Signature of attending shareholder

In....., on 2016

Shareholders may also delegate their right to attend or to absentee voting as indicated on the Company's website (www.euskaltel.com) and pursuant to the two sections below. If both sections are signed, the absentee vote shall prevail and the proxy will be invalid.

PROXY

Shareholders who do not desire to attend the General Meeting may grant their proxy to any other person. The proxy representative must also sign this proxy. The shareholder holding this card grants the shareholder's proxy to: (Check only one of the following boxes and, if applicable, appoint the proxy. For this proxy to be valid, the shareholder granting the proxy must sign in the place designated for such purpose)

- Chair of the Board
- Mr/Ms National Identity Document (DNI) no.:
.....

Any proxy that does not contain a statement naming the person to whom the proxy is granted shall be deemed to be granted severally and successively to the Chair of the Board of Directors and the Secretary and Deputy Secretary of the Board of Directors.

To give your voting instructions, check the corresponding box in the table below.

If any of said boxes is not checked, I give you give specific instructions to vote in favour of the resolutions proposed by the Board of Directors.

Agenda Items	1.1	1.2	1.3	1.4	2.1	2.2	2.3	2.4	3.1	3.2	4.1	4.2	4.3	4.4	5	6	7	8	9	10	11	12	
For																							
Against																							
Abstain																							
Blank																							

Unless expressly stated otherwise, the proxy covers items not included in the attached agenda, and with respect to which the proxy representative shall vote in the direction the proxy representative deems most favourable to the interests of the shareholder, within the framework of the corporate interest. Check the box NO below only if you do not want the proxy to cover this instance, in which case it shall be deemed that the shareholder instructs the proxy representative to abstain. **NO**

For purposes of the provisions of Sections 523 and 526 of the Companies Act (*Ley de Sociedades de Capital*) (LSC), you are informed that the Chair of the Board, as well as any other member of the Board of Directors, may be in a conflict of interest in the instances set out in letters a), b) and/or c) of Section 526.1 of the LSC (appointment, re-election or ratification of directors, redundancy, separation or withdrawal of directors, corporate actions for liability of directors). In particular, Mr Alberto García Erauzkin is in conflict with respect to item 3.1 on the agenda and Mr José Ángel Corres Abasolo is in conflict with respect to item 3.2, and the directors of the Company affected by separation or the filing of a corporate action for liability of directors would be in a possible conflict of interests.

As regards all of them, if the shareholder has not given specific instructions, unless otherwise expressly stated below the proxy shall be deemed to have been jointly, severally and successively granted to the Chair of the General Meeting, to the Secretary for the General Shareholders' Meeting or to the Deputy Secretary of the Board of Directors. Check the NO box below only if you do not authorise the substitution (in which case it shall be deemed that the shareholder instructs the proxy representative to abstain): **NO**

Signature of shareholder

Signature of proxy representative

In....., on 2016

In....., on 2016

ABSENTEE VOTING

Shareholders who do not desire to attend the General Meeting or grant their proxy may cast an absentee vote. Absentee votes cannot be cast for potential proposals that are not included on the agenda.

A shareholder holding this card who desires to cast an absentee vote by mail must mark the corresponding box with an X in accordance with the direction of the shareholder's vote. As regards any of the items on the agenda, if you do not mark any of the boxes provided for such purpose, it shall be deemed that you vote in favour of the proposals made by the Board of Directors.

You must in any event follow the rules included in the announcement of the call to meeting and on the Company's website (www.euskaltel.com) in addition to the provisions of law, the Bylaws and the Regulations for the General Shareholders' Meeting (mark the corresponding boxes with an X):

Agenda Items	1.1	1.2	1.3	1.4	2.1	2.2	2.3	2.4	3.1	3.2	4.1	4.2	4.3	4.4	5	6	7	8	9	10	11	12	
For																							
Against																							
Abstain																							
Blank																							

As regards items not included on the attached agenda, unless expressly stated otherwise below, proxy representation shall be deemed to have been granted jointly, severally and successively to the Chair, to the Secretary and to the Deputy Secretary of the Board of Directors, applying the rules on direction of the vote and substitution in case of conflict of interest contained in the "Proxy" section of this card. Check the NO box below only if you oppose granting the proxy and do not authorise the substitution (in which case is shall be deemed that the shareholder abstains with respect to such proposed resolutions): **NO**

Signature of voting shareholder

In....., on 2016

PROTECTION OF PERSONAL DATA

Euskaltel, S.A. shall be responsible for the personal data made to appear in this Attendance Card and provided at the General Meeting (and that may be included in files owned thereby) for the implementation, management and control of the exercise of the rights of the shareholder (in whose favour this Card has been issued) at the General Meeting, the management and control of the holding and dissemination of the General Meeting, and compliance with legal obligations. The data that the attendee (the shareholder or any proxy representative thereof) will be made available to the notary who is to attend the General Meeting, and may be made available to third parties in the exercise of their right to receive information laid down in the law or be made accessible to the public to the extent that they are included in the information available on the corporate website (www.euskaltel.com) or are stated at the General Meeting, the proceedings of which may be recorded by audiovisual means and broadcast on such website. By attending the General Meeting, the attendee consents to such recording and broadcast. The owners of the personal data may request, access, correct and cancel their data or object to certain processing, all as appropriate under Organic Law 15/1999 of 13 December on the Protection of Personal Data, by a written communication attaching identifying documentation and referencing "Personal Data" to the Shareholder Service Office, by post to the registered office of Euskaltel, S.A. at Parque Tecnológico- Teknologí Elkartegia, Edificio 809, 48160, Derio (Biscay) or to the email address accionista@euskaltel.com.

AGENDA

- 1.- Examination and approval of the annual accounts, management report, application of results, and company management.
 - 1.1. Examination and approval of the individual annual accounts of the Company and the consolidated accounts of the Company and its subsidiaries for the financial year ended 31 December 2015.
 - 1.2. Examination and approval of the individual management report of the Company and the consolidated reports of the Company and its subsidiaries for the financial year ended 31 December 2015.
 - 1.3. Examination and approval of the proposed application of results of Euskaltel for the financial year ended 31 December 2015.
 - 1.4. Examination and approval of company management and of the actions of the Board of Directors during the financial year ended 31 December 2015.
- 2.- Amendment of certain articles of the Bylaws.
 - 2.1. Amendment of article 25 of the Bylaws ("Court-ordered call").
 - 2.2. Amendment of article 62 of the Bylaws ("Director remuneration").
 - 2.3. Amendment of article 64 of the Bylaws ("Audit and Control Committee").
 - 2.4. Amendment of article 65 of the Bylaws ("Appointments and Remuneration Committee").
3. Re-election of directors:
 - 3.1. Re-election of Mr Alberto García Erauzkin as executive director for the bylaw-mandated 4-year term.
 - 3.2. Re-election of Mr José Ángel Corres Abasolo as independent director for the bylaw-mandated 4-year term.
- 4.- Appointments of directors:
 - 4.1. Appointment of Kartera 1, S.L. as proprietary director (*consejero dominical*) for the bylaw-mandated 4-year term, represented by Ms Alicia Vivanco González.
 - 4.2. Appointment of Ms Elisabetta Castiglioni as independent director for the bylaw-mandated 4-year term.
 - 4.3. Appointment of Mr Miguel Ángel Lujua Murga as independent director for the bylaw-mandated 4-year term.
 - 4.4. Appointment of Mr Francisco Manuel Arteche Fernández-Miranda as executive director for the bylaw-mandated 4-year term.
- 5.- Re-election of KPMG Auditores, S.L. as auditor of the individual annual accounts of the Company for financial year 2016.
- 6.- Examination and approval of the Remuneration Policy for the directors of Euskaltel for the current financial year 2016 and for financial years 2017 and 2018.
- 7.- Approval of the payment of a portion of the remuneration of the executive directors by means of the delivery of shares of the Company.
- 8.- Authorisation to the Board of Directors for the derivative acquisition of own shares by the Company, as provided by law.
- 9.- Approval of the creation of an *in rem* security interest in Euskaltel's telecommunications network to comply with the current syndicated financing agreement.
- 10.- Authorisation to the Board of Directors, with express powers of substitution, for a term of 5 years, to issue non-convertible debentures or bonds, notes and other fixed-income securities of a similar nature that are not convertible into shares of the Company or exchangeable for outstanding shares of the Company, as well as preference shares, with a maximum limit of 300 million euros. Authorisation for the Company to guarantee new issues of securities by subsidiaries up to the foregoing limit.
- 11.- Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction, and supplementation thereof, further elaboration thereon, and registration thereof, and to make the compulsory filing of accounts.

CONSULTATIVE ITEM

- 12.- Consultative vote regarding the Company's Annual Director Remuneration Report for financial year 2015.

INFORMATIONAL ITEM

- 13.- Information regarding the amendment of the Regulations of the Board of Directors of the Company in light of certain recommendations of the Good Governance Code of Listed Companies approved by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) on 18 February 2015.