



2015 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Attendance card, delegation and absentee voting for the Extraordinary General Meeting of Euskaltel, S.A., which will be held at its registered office located at Parque Tecnológico-Teknologi Elkartegia Edificio 809, 48160, Derio (Bizkaia), at 12:00 p.m. on 12 November 2015, at first call, or on 13 November 2015, at second call (taking into account that the Meeting is likely to be held at first call, unless shareholders are notified otherwise through the Company's website (www.euskaltel.com) and through the daily press).

Owners		Address:	
Shares account code		Number of shares	
Minimum nº of shares to attend	Nº of votes		
1			

PERSONAL ATTENDANCE AT THE MEETING

Any shareholder that wishes to attend the General Meeting in person must sign in the space provided below and submit this card on the day of the General Meeting at the place it is held.

Signature of the shareholder attending

In, on ... 2015

Shareholders may also delegate their right to attendance or absentee voting as indicated on the Company's website (www.euskaltel.com) in accordance with the two sections indicated below. If both sections are signed, the absentee voting shall prevail and the delegation shall be rendered null and void.

DELEGATION

Any shareholder that does not wish to attend the General Meeting may grant his representation to any other person. The proxy holder must also sign this delegation. The shareholder holding this card grants his representation to: (Check only one of the following boxes and, where applicable, designate the proxy holder. In order for this representation to be valid, the delegating shareholder must sign in the space provided below for such purpose.)

1. Chairman of the Board
 2. Tax ID no.

Any delegation that does not expressly state the person to whom such power is delegated shall be understood to be granted, jointly and severally, to the Chairman of the Board of Directors, the Secretary and the Deputy Secretary of the Board of Directors.

To indicate your voting instructions, check the corresponding box with an X in the table below.

If none of the boxes are checked, I hereby grant specific voting instructions regarding proposals put forward by the Board of Directors.

Item of the agenda	1	2	3	4	5
In favor					
Against					
Abstention					
Blank					

Unless expressly indicated otherwise below, the delegation will be extended to items not included on the accompanying agenda, in relation to which the proxy holder shall vote in a manner that is most favorable to the interests of the shareholder, within the framework of the company's interest. Check the box NO below only if you are opposed to extending the delegation, in which case it will be understood that the shareholder is instructing the proxy holder to abstain from voting. NO

Pursuant to Articles 523 and 526 of the Spanish Capital Enterprises Act (LSC), you are hereby informed that the Chairman of the Board and any other member of the Board of Directors may have a conflict of interest with regard to the events included in Article 526.1 a) b) and/or c) of the LSC (appointment, re-election or ratification of directors, removal, dismissal or departure of directors, the filing of a corporate action for liability). In particular, Javier Fernández Alonso has a conflict of interest in relation to item one of the agenda, and the Company's directors affected by the dismissal or the filing of a corporate action for liability could also have a potential conflict of interest.

In relation thereto, if the shareholder represented does not give specific voting instructions and unless expressly indicated otherwise below, the representation will be deemed to be granted, jointly and severally, to the Chairman of the General Meeting, the Secretary of the General Meeting or the Deputy Secretary of the Board of Directors. Check the box NO below only if you do not authorize the substitution (in which case it will be understood that the shareholder is instructing the proxy holder to abstain from voting): NO

Signature of the shareholder

In, on ... 2015

Signature of the proxy holder

In, on ... 2015

ABSENTEE VOTING

Any shareholder that does not wish to attend the General Meeting or delegate his representation may cast his vote remotely. Absentee voting is not possible for proposals that are not included on the agenda.

The shareholder holding this card that wishes to vote remotely by post must check the related box with an X, depending on how he wants to vote. If none of the boxes provided for this purpose are checked in relation to any of the items on the agenda, it will be understood that the shareholder is voting in favor of the proposals put forth by the Board of Directors.

In any case, in addition to that provided by Law, in the Articles of Association and in the Regulations of the General Meeting of Shareholders, the rules included in the call notice and on the Company's website (www.euskaltel.com) must be adhered to (check the related boxes with an X):

Item of the agenda	1	2	3	4	5
In favor					
Against					
Abstention					
Blank					

Unless expressly indicated otherwise below, and in relation to the items not included on the accompanying agenda, representation shall be deemed to be granted, jointly and severally, to the Chairman, the Secretary and the Deputy Secretary of the Board of Directors, and the rules on voting and substitution contained in the "Delegation" section of this card shall be applied in the case of a conflict of interest. Check the box NO below only if you are opposed to the delegation and do not authorize the substitution (in which case it will be understood that the shareholder abstains from voting on these resolution proposals):

NO

Signature of the shareholder

In, on ... 2015

PERSONAL DATA PROTECTION

The personal data reported in this Attendance Card and provided at the General Meeting will be processed under the responsibility of Euskaltel, S.A. (and included, where applicable, in files held thereby) to carry out, manage and control the right to exercise the shareholder's rights (in favor of which this Card has been issued) at the General Meeting, to manage and control when the General Meeting is held and provide information thereon and to comply with any legal obligations. The data of the attendee (the shareholder or, if applicable, the proxy holder) will be accessible to the notary attending the General Meeting and may be provided to third parties when exercising the right to information as provided by law or accessible to the public if placed on record in the documentation available on the website (www.euskaltel.com) or declared at the General Meeting, which may be recorded and broadcast on this website. By attending the General Meeting, the attendee is providing consent for such recording and broadcasting. The holders of the personal data may request, access, correct and cancel their data or oppose the processing thereof on certain occasions, all in accordance with Personal Data Protection Organic Law 15/1999, of 13 December, by means of a written notice, with the reference "Personal Data", along with an identification document, sent by post to the Shareholder Office at the registered address of Euskaltel, S.A., Parque Tecnológico-Teknologi Elkartegia, Edificio 809, 48160, Derio (Bizkaia), or sent by email to accionista@euskaltel.com.

AGENDA

1. Ratification of the appointment by co-option and election of Javier Fernández Alonso as proprietary director.
2. Authorization of the acquisition of R Cable y Comunicaciones Galicia, S.A. (the "Transaction") in accordance with Article 160 (f) of the Spanish Capital Enterprises Act.
3. Authorization for the Board of Directors, in accordance with that stipulated in Article 297.1.b) of the Spanish Capital Enterprises Act, to increase share capital, within a maximum period of five years and, if deemed appropriate, up to half of the current share capital, on one or several occasions, in the manner and by the amount considered appropriate, with the power to exclude pre-emptive subscription rights with a limit of 20% of the share capital when the delegation takes place, in accordance with Article 13 of the Articles of Association. Delegation of powers to the Board of Directors, with the express power of substitution, including, among other matters, the power to reword Article 6 of the Articles of Association governing share capital.
4. Appointment of KPMG Auditores, S.L. as auditor of the financial statements for 2015, 2016 and 2017 of the consolidated group formed by Euskaltel and its subsidiaries following the Transaction.
5. Delegation of powers.