



## EUSKALTEL, S.A.

### Extraordinary General Meeting of Shareholders

#### Place, date, and time of the meeting

The Board of Directors of EUSKALTEL, S.A. (“Euskaltel” or the “Company”) has agreed to convene the **Extraordinary General Meeting of Shareholders**, which shall be held at the registered office in Derio (Bizkaia), Parque Tecnológico-Teknologi Elkartegia, Building 809, on Thursday, November 12, 2015, at 12pm, in the first summons or, failing to achieve the necessary quorum, on the second summons, the following day, Friday, November 13, 2015, at 12pm at the same venue. The shareholder registration desks will open at 11am. Though two sessions are planned, we expect to reach the necessary quorum at the first summons; therefore, **the Extraordinary General Meeting of Shareholders is expected to take place on Thursday, November 12, 2015**, unless shareholders are informed otherwise on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) or the daily press.

#### Agenda

1. Approval of the appointment and election through co-option of Mr. Javier Fernández Alonso as proprietary director.
2. Approval of the acquisition of R Cable y Comunicaciones Galicia, S.A. (the “**Operation**”) pursuant to article 160 (f) of the Spanish Capital Enterprises Act.
3. Authorization of the Board of Directors, pursuant to the provisions in article 297.1.b) of the Spanish Capital Enterprises Act, to increase the share capital, if deemed appropriate, by up to half of the current total within a maximum period of five years, once or several times, in the manner and amount considered appropriate, with the power to exclude preemptive subscription rights with a limit of 20% of the capital at the time of delegation in accordance with article 13 of the Articles of Association. The delegation of powers to the Board of Directors, with the express power of substitution, includes, *inter alia*, the power to amend article 6 of the Articles of Association, which governs share capital.
4. The appointment of KPMG Auditores, S.L. as auditors of the financial statements corresponding to fiscal years 2015, 2016, and 2017 of the consolidated group comprised of Euskaltel and its subsidiaries, following the Operation.
5. Delegation of powers.

#### Participation: attendance, proxy and absentee voting

All holders of shares with voting rights that are registered in their name in the corresponding logbook of entries at least five days prior to the scheduled date of the Extraordinary General Meeting of Shareholders may attend and participate in the event with the right to speak and vote.



To facilitate the participation of all shareholders, the Company shall provide simultaneous language interpretation into Basque and English for presentations delivered in Spanish, as well as consecutive interpretations into Spanish for those shareholders who wish to speak during the Extraordinary General Meeting of Shareholders in Basque or English.

All shareholders with the right to attend may be represented at the Extraordinary General Meeting of Shareholders by another person, even if not a shareholder.

Shareholders with the right to attend may designate a proxy or cast his/her absentee vote on the issues cited in the agenda, in writing by delivering the completed attendance, proxy, and absentee voting card to the Company's registered address by mail (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Bizkaia) or electronically as indicated on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)). Use of this service requires a digital certificate issued in accordance with the provisions of Law 59/2003 of December 19 on Electronic Signatures, and validated by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*, "CERES"), a division of the National Mint (*Fábrica Nacional de Moneda y Timbre*, "FNMT").

As a rule, proxies and absentee votes issued by mail or electronic means must be received by the Company no later than November 11, 2015 at 12am.

#### **Available information and documentation**

Until the fifth day (inclusive) prior to the scheduled date of the General Shareholders Meeting, shareholders may request in writing any information and clarifications deemed appropriate regarding the issues contained in the agenda and other points as per article 520 of the Spanish Capital Enterprises Act.

As of the publication date of this summons, shareholders shall have uninterrupted access on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) to the following documentation and information: (1) this announcement of summons; (2) the attendance, proxy, and absentee voting card; (3) instructions on how to cast or delegate absentee votes through the means provided; (4) the full text of the proposed resolutions corresponding to the items on the agenda; (5) the respective reports of the Board of Directors and the Board Committees that are legally required or considered appropriate, including those relating to (i) the proposed ratification and election through co-option of the director to be submitted to the Extraordinary General Meeting of Shareholders, which contains the career profile and background of the candidate, including the information stipulated in the regulations of the general meeting of shareholders; (ii) the proposal to approve the acquisition of R Cable y Comunicaciones Galicia, S.A.; and (iii) the resolution authorizing the Board of Directors to increase the share capital, if deemed appropriate, by up to half of the current total within a maximum period of five years, once or several times, in the manner and amount considered appropriate, with the power to exclude pre-emptive subscription rights with a limit of 20% of the capital at the time of delegation in accordance with article 13 of the Articles of Association; (6) directions to the venue and how to access the Meeting; (7) information about procedures and systems to facilitate an understanding of the General Shareholders Meeting; (8) statement regarding shareholders' right to information; and (9) the total number of shares and voting rights as of the summons date.

In addition, shareholders have the right to examine the proposed resolutions, the mandatory directors' reports, and any remaining documentation that must necessarily be made available for the purposes of the Extraordinary General Meeting of Shareholders. This information may be reviewed at the registered office, or by immediate delivery free of charge (including email with acknowledgement of receipt if accepted by the shareholder).



Furthermore, in accordance with the provisions of article 539.2 of the Spanish Capital Enterprises Act, an electronic shareholders forum has been enabled on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)), the use of which will comply with its legal purpose and the rules of operation established by the Company, and which may be accessed by duly entitled shareholders and groups of shareholders.

#### **Reasoned proposals for resolutions**

Until the fifth day following the publication this call, inclusive, all shareholders representing at least 3% of the share capital shall be entitled to submit reasoned proposals for resolutions on matters included in the agenda of the call. This right must be exercised by reliable notice addressed to the General Secretary that shall be received at the registered office.

#### **Provisions common to shareholders' rights**

The exercise of the rights of information, attendance, delegation, absentee voting and submission of reasoned proposals for resolutions will be performed according to the law, the Articles of Association and the Regulations of the General Meeting of Shareholders, available on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

#### **Other relevant aspects related to the conduct of the meeting**

The Board of Directors has resolved to require the presence of a notary for recording the minutes of the Extraordinary General Meeting of Shareholders.

To facilitate its monitoring and adequate dissemination, the conduct of all or part of the Extraordinary General Meeting of Shareholders may be subject to recording and audiovisual broadcasting and made available to the public through the corporate website ([www.euskaltel.com](http://www.euskaltel.com)). Owing to the mere action of accessing the place of celebration of the Extraordinary General Meeting of Shareholders, attendees consent to the capture and reproduction of their personal image and for their personal data to be processed via such means.

#### **Additional information**

Shareholders may obtain additional information by accessing the Investors section that is available on a permanent basis on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)), or by addressing the Shareholders' Assistance Office (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio (Bizkaia) - [accionista@euskaltel.com](mailto:accionista@euskaltel.com)).

Derio (Bizkaia), October 11, 2015.

The General Secretary and Secretary of Board of Directors



## Protection of personal data

The personal data provided by shareholders to the Company (upon the exercise or delegation of their rights of information, attendance, representation and voting) or which have been provided both by credit institutions and investment service companies where such shareholders have deposited or kept their shares and also by entities that, in accordance with the law, are required to keep records of the securities represented by book entries, shall be processed by the Company for the purpose of managing the shareholder relationship (including, without limitation, the calling and holding of the Extraordinary General Meeting of Shareholders and its dissemination). For these purposes, the data will be incorporated into files for which the Company is responsible. Such data will be provided to the notary in relation only to the preparation of the notarized minutes of the Extraordinary General Meeting of Shareholders.

The owner of the data may exercise the rights of access, rectification, cancellation and opposition to the data collected by addressing a written request, enclosing a copy of their national identification document or passport, to the email address [accionista@euskaltel.com](mailto:accionista@euskaltel.com) indicating in the subject line "Personal Data" or by regular mail, bearing the reference "Personal Data" to the Oficina de Atención al Accionista [Shareholder Assistance Office], Euskaltel, S.A., Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Bizkaia.

If the shareholder's attendance, delegation or distance voting card contains data concerning other individuals, the shareholder shall inform them of the conditions of the above paragraphs and comply with any other requirements that may apply for submitting personal data to the Company, without need for any further actions.