



euskaltel

# Extraordinary General Shareholders Meeting

**2019**



ERRONKA GARBIA  
EVENTO AMBIENTALMENTE SOSTENIBLE

**EUSKALTEL, S.A.**  
**EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**Location, date and time of the meeting**

The Board of Directors of Euskaltel, S.A. (“Euskaltel” or the “Company”) has resolved to call the **General Shareholders Meeting**, to be held at the Company’s registered office located at Derio, Bizkaia, Parque Tecnológico-Teknologi Elkartegia, Edificio 809), at **12:00 pm on July 10, 2019 on the first call** or, if the required quorum is not obtained, on a second call on the next day, July 11, 2019, at the same location and time. Shareholder registration tables will open at 11:00 am. Even though two calls have been planned, the necessary quorum is expected to be obtained on the first call. Therefore, **the Extraordinary General Shareholders Meeting looks like it will be held on July 10, 2019**, unless shareholders are notified otherwise on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) and in daily newspapers.

**Agenda**

Items on the composition of the Board

1. Setting the number of members on Euskaltel's Board of Directors at thirteen (13) members.
2. Appointment of Robert W. Samuelson as a proprietary director for the term under the Bylaws of four (4) years.
3. Confirmation of the co-opted appointment and election of José Miguel García Fernández, as an executive director for the term under the Bylaws of four (4) years.
4. Confirmation of the co-opted appointment and election of Eamonn O’Hare, as a proprietary director for the term under the Bylaws of four (4) years.

Items on general matters

5. Delegation of powers to formalize and implement the resolutions adopted by the General Meeting, so that they can be made public, interpreted, rectified, supplemented, developed and registered.

**Submission of proposed resolutions**

Pursuant to the Spanish Capital Companies Act, shareholders representing at least three percent of the share capital may submit substantiated resolution proposals on matters already on the agenda.

This right must be exercised by sending reliable notice to the Company’s General Secretariat, which must be received at Euskaltel’s registered office (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, 48160, Derio, Bizkaia) within five days of the publication of this meeting call.

## **Participation: attendance, proxies and remote voting**

Attendance at the Extraordinary General Shareholders Meeting and participation in it, with the right to speak and vote, is open to holders of shares with voting rights who are listed in the corresponding share register at least five days before the date scheduled for the Extraordinary General Shareholders Meeting.

All shareholders who are entitled to attend may assign others (who need not be shareholders) to represent them in the Extraordinary General Shareholders Meeting by satisfying the requirements and formalities required by law and the Bylaws and by the Company's other applicable internal regulations.

Shareholders who are entitled to attend may assign proxies or vote remotely on the proposals on the items on the agenda in the meeting call in writing by delivering a duly filled out attendance, delegation and remote voting card to the Company's registered office, by mailing it to the Company at Parque Tecnológico-Teknologi Elkartegia, Edificio 809,48160, Derio, Bizkaia, or electronically as specified on the Company's website ([www.euskaltel.com](http://www.euskaltel.com)). To make use of this service, it is necessary to have a user's digital certificate issued pursuant to Spanish Law 59/2003, of 19 December, on Electronic Signatures [*Ley 59/2003, de firma electrónica*], and that has been validated by the Spanish National Mint's Public Certification Authority.

On its website ([www.euskaltel.com](http://www.euskaltel.com)), the Company will provide its shareholders the forms and models that they should use for assigning proxies and for voting by mail or electronically.

To be valid, proxy designations and votes cast by any of the specified remote voting methods (by mail or electronically) must be received by the Company by twenty-four hours before the day immediately preceding the date scheduled for the first call of the General Shareholders Meeting.

To make it easier for all shareholders to participate, the Company will have the necessary resources for simultaneously interpretation of the speeches in Spanish into Basque and English, and successive interpretation into Spanish of speeches by shareholders who want to speak in Basque or English in the Extraordinary General Shareholders Meeting.

The Company reserves the right to modify, suspend, cancel and restrict the electronic voting and proxy mechanisms if technical and security reasons so advise or dictate. The Company may not be held liable for any harm and losses that shareholders may suffer due to malfunctions, overloads, dropped lines, disconnections, or any other similar eventualities beyond the Company's intent and that prevent them from using remote voting and proxy mechanisms.

## **Information and documents available**

Pursuant to section 518 of the Spanish Capital Companies Act, from the publication of this meeting call until the General Meeting is held, any shareholder may immediately obtain the following documents free of charge, which have been made available to shareholders at the Company's registered office and on its website ([www.euskaltel.com](http://www.euskaltel.com)) without interruption, and part of them have also been sent to the Spanish Securities and Exchange Commission:

- This meeting call.
- The total number of shares and voting rights on the date of the meeting call.
- The full text of the resolutions that, if applicable, it is proposed that the Extraordinary General Shareholders Meeting adopt in relation to each item on the agenda.
- The report from the Appointment and Remuneration Committee and the mandatory confirmation report from the Board on the skills, experience, and merits of the Board member nominated in item 2 of the agenda, which includes the Board member's identity, résumé, and category.
- The confirmation reports from the Board on the proposed confirmation and election of the Board members appointed by co-opting that are submitted to the Extraordinary General Shareholders Meeting on the nominees' skills, experience and merits. These reports also contain each candidate's Curriculum Vitae and category, together with the reports issued by the Appointment and Remuneration Committee on the occasion of their appointment by co-opting by the Board.
- The operating rules of the Electronic Shareholders Forum.
- The form or model for the assistance, delegation and remote voting card.
- Any valid requests for information, clarifications or questions from shareholders exercising their right to information, and any responses from the directors.

The following has also been made available to shareholders on the Company's website: (i) instructions on how shareholders may exercise their right to information; (ii) information on how to find and access the location where the General Shareholders Meeting will be held; (iii) information on procedures and systems to make it easier to follow the General Shareholders Meeting; and (iv) instructions on how to use the provided resources to cast votes remotely or by proxy.

Any shareholder may also request delivery or free shipment of the documents that must be submitted to the General Meeting for approval where applicable by law.

In accordance with sections 197 and 520 of the Spanish Capital Companies Act, shareholders have from the very day the General Meeting call is published up to five days before the scheduled General Meeting date (inclusive), or verbally during the meeting, to ask the Board about the items on the agenda, and any information and clarifications they consider necessary, or to submit any written questions they consider relevant.

During this same timeframe, shareholders may submit any written requests (or make verbal requests when the meeting is being held) for any clarifications they consider necessary about the publicly available information provided by the Company to the Spanish Securities and Exchange Commission since the last General Meeting.

Except in the cases expressly envisaged by law, the Board must provide written copies of any information that was requested up to the date of the General Meeting and, in the case

of verbal requests submitted during the General Meeting, the Board must provide that information in writing within seven days after the end of the General Meeting.

Requests for information should be sent to the Company's registered office, by mail at Parque Tecnológico-Teknologi Elkartegia, Edificio 809, 48160, Derio, Bizkaia, or by remotely submitting an electronic request from Euskaltel's website ([www.euskaltel.com](http://www.euskaltel.com)) at the place and following the method specified for this purpose.

Lastly, you are informed that, pursuant to section 539.2 of the Spanish Capital Companies Act, an electronic shareholders forum has been created on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) that must be used in accordance with its legal purpose and the guarantees and operating rules defined by the Company. It may be accessed by duly empowered shareholders and groups of shareholders.

### **Common provisions to shareholder rights**

The rights of information, attendance, delegation, remote voting, and submission of substantiated proposals must be exercised as stipulated by law and in the Bylaws and in the General Shareholders Meeting Regulations, which are available on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

### **Participation of a notary public in the General Meeting**

The Board of Directors has resolved to request the presence of a notary public to record the General Meeting minutes pursuant to section 203 of the Spanish Capital Companies Act and section 101 of the Spanish Mercantile Registry Regulations [*Reglamento del Registro Mercantil*].

### **Other information of interest to shareholders**

To make it easier to follow and ensure it is broadcast, the proceedings of all or part of the Extraordinary General Shareholders Meeting may be recorded and re-transmitted audio-visually and made available to the public on the Company's website ([www.euskaltel.com](http://www.euskaltel.com)). By accessing the location where the Extraordinary General Shareholders Meeting is held, those in attendance consent to having their image recorded and reproduced and to having their personal data processed using those media.

### **Additional information**

For any aspects related to the Extraordinary General Shareholders Meeting that are not included in this announcement, shareholders may refer to the General Shareholders Meeting Regulations in the Investors section of the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

Shareholders may also obtain further information from the Shareholder Service Department at Parque Tecnológico-Teknologi Elkartegia, Edificio 809, 48160, Derio (Bizkaia), Monday to Friday from 9:00 AM to 2:00 PM; by emailing [accionista@euskaltel.com](mailto:accionista@euskaltel.com); or by accessing the Investors section of the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) (always open).

In Derio (Bizkaia), on June 5, 2019

The Non-Director Secretary of the Board

Luis Alba Ferré

## Personal data protection

### 1. Data controller

Euskaltel, S.A., a company with registered address at Parque Tecnológico - Teknologi Ekartegia Edificio 809 Derio (Bizkaia), con NIF A- 48766695, y teléfono 944011556 (“Euskaltel” or the “Company”) is responsible for the processing of any personal data that shareholders provide the Company (to exercise or delegate their rights of information, attendance, representation and voting) or that is provided by the credit institutions and investment services companies holding shareholders’ shares, and by companies that are required by law to keep records of shares represented by book entries, and any personal data that may be generated as part of shareholders attending the General Meeting.

The purpose of this clause is to provide shareholders information on their rights under the General Data Protection Regulation, and the details of how Euskaltel processes their data.

Shareholders who have any doubts about the processing of their personal data may contact the Company at the following email address: [accionista@euskaltel.com](mailto:accionista@euskaltel.com).

The Company also has a data protection officer who is in charge of protecting the fundamental right to data protection, and who is responsible for compliance with data protection regulations at Euskaltel. The data protection officer’s email address is [dpd@euskaltel.com](mailto:dpd@euskaltel.com).

### 2. Purpose of processing, legal basis and communication of data

The following table shows:

- The purpose of processing personal data (i.e., the reason why Euskaltel processes personal data).
- The legal basis that allows Euskaltel to process personal data for each of the purposes specified below.
- The recipients of the personal data. To this end, the Company informs shareholders that it will not transfer their personal data to third parties except where required by law (e.g. tax authorities, courts, the Spanish Securities and Exchange Commission, etc.) or where expressly specified in the table below.

Euskaltel’s data processors (i.e., the Company’s service providers) may also have access to the personal data to perform their functions that require accessing personal data. The following table indicates the activities performed by Euskaltel’s service providers that may have access to personal data.

- Existence of international data transfers.
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- Time limits for the storage of data. Personal data will be stored for the time limits indicated in the following table. These data will also be blocked for the mandatory statutes of limitations.

Shareholders may also request a list of the recipients of their data by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), indicating the specific process for which they would like information on the recipients.

<i>Purpose of processing</i>	<i>Legal basis</i>	<i>Recipients</i>	<i>International transfers</i>	<i>Storage time limit</i>
Management of shareholders' personal data for attendance at the General Meeting and servicing of shareholder rights	Legal obligation: section 192 of the Spanish Capital Companies Act makes it mandatory to create a roll of attendees (in their capacity as stockholder proxies) to convene the General Meeting. That regulation also makes it mandatory to manage and satisfy various rights associated with the status of being a shareholder.	The personal data will be transferred to: <ul style="list-style-type: none"> <li>• Notaries public: to prepare the General Meeting minutes.</li> </ul> The categories of service providers that may access the data are technology and systems service providers and companies that have been hired to manage and develop the General Meeting.	No international transfers of the personal data will be made.	Six years after the close of the financial year when the General Meeting was held.
Broadcasting and recording of the General Meeting	Legitimate interest: the General Meeting will be retransmitted and recorded to comply with the Spanish Securities and Exchange Commission's Code of Good Governance for Listed Companies.	The categories of service providers that may access the data are technology and systems service providers and companies that have been hired to manage and develop the General Meeting.	No international transfers of the personal data will be made.	The data will be retained for 2 years to comply with broadcasting obligations.

#### Necessary up-to-date information

To ensure the information provided to the Company is always up-to-date and error-free, shareholders must notify Euskaltel, as soon as possible, of any changes and rectifications to their personal data that may occur, by contacting the following email address: [accionista@euskaltel.com](mailto:accionista@euskaltel.com).

Shareholders may also update their personal data at that email address ([accionista@euskaltel.com](mailto:accionista@euskaltel.com)).

### 3. Data subjects' rights

Shareholders may exercise the following rights:

- (i) The right to access their personal data to see which ones are being processed and the processing that is being performed with them and to request copies of them.
- (ii) The right to rectify any inaccurate personal data.
- (iii) The right to have their personal data erased when possible.

- (iv) The right to request to have the processing of their personal data limited if the accuracy, legality or need to process their data is in doubt. In that case, Euskaltel may retain their data to lodge or defend itself against claims.
- (v) The right to oppose processing of their personal data, if the processing basis indicated as the legitimating interest from those in the table is the legitimate interest. The Company will stop processing the data unless it has an overriding legitimate interest or to prepare, lodge and defend against claims.
- (vi) If applicable, the right to portability pursuant to the applicable legislation.

Shareholders may exercise their rights by attaching confirmation of their identity (national identification document or equivalent ID) at any time free of charge by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), indicating the rights they would like to exercise and their identifying information.

Shareholders who believe Euskaltel has not processed their personal data properly may contact the data protection officer at the email address [dpd@euskaltel.com](mailto:dpd@euskaltel.com). However, shareholders are also entitled to file claims with the Spanish Data Protection Agency if they think data protection laws have been broken in the processing of their personal data.