



**EUSKALTEL, S.A. (Euskaltel or the Company)**, in accordance with the provisions of Article 228 of the revised text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October, hereby notifies the following

#### **OTHER RELEVANT INFORMATION**

The Board of Directors of Euskaltel, S.A., in its meeting of 28 April 2021, has resolved to call the Annual General Meeting of Shareholders to be held at the registered office, located in Derio, Biscay, at Parque Tecnológico-Teknologi Elkartegia, Edificio 809, on 2 June 2021 at 11:00 on first call, or if the required quorum is not met, then on second call, the next day, 3 June 2021, at the same place and the same time, to deal with the matters included in the attached text of the call.

Bearing in mind that, as of the date of the call to the General Meeting, the risk to human health linked to the spread of the SARS-CoV-2 coronavirus, transmitter of the disease known as "COVID-19", persists, the Company's Board of Directors has agreed that the Annual General Meeting of Shareholders shall be held behind closed doors, exclusively on-line, i.e. without the physical attendance of shareholders or their representatives or guests, in accordance with article 3 of Royal Legislative Decree 34/2020 of 17 November, as amended by Royal Legislative Decree 5/2021 of 12 March.

For this purpose, attached to this communication are the following documents:

- a) Full text of the notice of call of the Annual General Meeting of Shareholders.
- b) Proposals of agreements that will be submitted to the approval of the General Shareholders' Meeting.
- c) Reports of the Board of Directors and of the Committees of the Board of Directors that are legally required or that have been otherwise considered convenient.

The call to meeting, the referred proposed resolutions and reports and the remaining documentation and information related to the call of meeting are available to the shareholders at the Company's registered office for the exercise of their right to information. Likewise, said documentation is accessible by electronic means through the Company's corporate web page, [www.euskaltel.com](http://www.euskaltel.com).



Finally, it is reported that the Annual Financial Report, which includes the individual and consolidated annual accounts, the individual and consolidated management reports (containing the Consolidated Statement of Non-Financial Information), the respective auditors' reports and the Responsible Company Report for the financial year 2020, as well as the Annual Corporate Governance Report and the Annual Directors' Remuneration Report, have already been submitted to the National Securities Market Commission and have also been made available to the shareholders on the Company's website, together with the applicable rules and regulations and the forms for exercising shareholders' rights, for the financial year 2020, have already been submitted to the National Securities Market Commission and have also been made available to the shareholders on the Company's website, together with the applicable rules and regulations and the forms for the exercise of information, proxy and remote voting rights by shareholders and for access to the Electronic Shareholders' Forum.

En Derio, a 29 April 2021.

**EUSKALTEL, S.A.**

**José Ortiz Martínez**

**Non-director Secretary of the Board of Directors**



# General Meeting of Shareholders

**2021**

Call to meeting



**ERRONKA GARBIA**  
EVENTO AMBIENTALMENTE SOSTENIBLE

**EUSKALTEL, S.A.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

The Board of Directors of Euskaltel, S.A. ("Euskaltel" or the "Company") has resolved to call the **Annual General Meeting of Shareholders** to be held at the **registered office (located in Derio, Biscay, at Parque Tecnológico-Teknologi Elkartegia, Edificio 809), on 2 June 2021 at 11:00 on first call**, or if the required quorum is not met, then on second call, the next day, 3 June 2021, at the same place and time. Although two calls are provided for, it is expected that the required quorum will be met on first call, for which reason **the Annual General Meeting of Shareholders will in all likelihood be held on 2 June 2021**, unless the shareholders are advised otherwise on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) and in the daily press.

Bearing in mind that, as of the date of the call to the General Meeting, the risk to human health linked to the spread of the SARS-CoV-2 coronavirus, transmitter of the disease known as "COVID-19", persists, the Company's Board of Directors has agreed that the Annual General Meeting of Shareholders shall be held behind closed doors, exclusively on-line, i.e. without the physical attendance of shareholders or their representatives or guests, in accordance with article 3 of Royal Legislative Decree 34/2020 of 17 November, as amended by Royal Legislative Decree 5/2021 of 12 March.

The foregoing is intended to avoid:

- (i) On the one hand, risks to the health of the Company's shareholders and their proxy representatives, which, as a result of the health crisis deriving from COVID-19, continue to exist; and
- (ii) On the other, discriminatory situations that prevent effectively guaranteeing equal treatment between those shareholders who can freely move among Autonomous Communities on the date of the Annual General Meeting of Shareholders, and those shareholders who are affected by geographic or other lockdowns as a result of the restrictions that may be imposed on mobility in certain regions, due to a resurgence of the COVID-19 contagion.

Without prejudice to the foregoing, in order to ensure the orderly conduct of the Annual General Meeting of Shareholders, the Chair of the Board of Directors, who will also be the Chair of the General Meeting, the CEO and the Secretary of the Board of Directors, accompanied by the Notary who has been requested to prepare the minutes of the General Meeting and any necessary support staff may attend the place where the General Meeting will be held, observing the required safety and distancing measures.

The other members of the Company's Board of Directors will attend the meeting, which will be considered to be held at the registered office regardless of the location of the Chair of the Meeting, by audio-conference or video-conference.

The ability of the shareholders to attend and vote at a General Meeting of Shareholders in real time through remote means of communication is expressly provided for in articles 28, 31 and 38 of the Bylaws and in the Additional Provision of the Regulations for the General Meeting of Shareholders.

Pursuant to the current Additional Provision of the Regulations for the General Meeting of Shareholders: *“Shareholders with the right to attend may attend the General Meeting of Shareholders using on-line means that allow their connection in real time with the venue or venues in which the General Meeting of Shareholders is held, provided that this is so approved by the Board of Directors as allowed by the state of art, pursuant to the provisions of article 31 of the Bylaws and without prejudice to the right of the shareholders to cast an absentee vote as provided in article 26 of these Regulations”.*

Furthermore, pursuant to the provisions of article 28 of the Bylaws: *“In cases of on-line attendance at the General Meeting [...] the call to meeting shall describe the deadlines, forms and manners of exercising the rights of shareholders provided for by the Board of Directors to allow for the orderly conduct of the General Meeting”*”.

The means for exercising shareholders' rights are those provided for in this call to meeting, which, together with the instructions published on the Company's corporate website ([www.euskaltel.com](http://www.euskaltel.com)), will ensure the effective exercise of the shareholders' rights to information, attendance and voting and equal treatment among shareholders in the same position.

## Agenda

### Items relating to the annual accounts, company management and the statutory auditor

1. Examination and approval of the individual annual accounts of Euskaltel and the consolidated annual accounts of Euskaltel and subsidiaries for the financial year ended 31 December 2020.
2. Examination and approval of the individual management report of Euskaltel and the consolidated management report of Euskaltel and subsidiaries for the financial year ended 31 December 2020.
3. Examination and approval of the Consolidated Statement of Non-Financial Information of Euskaltel and subsidiaries for the financial year ended 31 December 2020.
4. Examination and approval of company management and of the activities of Euskaltel's Board of Directors during the financial year ended 31 December 2020.
5. Re-election of KPMG Auditores, S.L. as auditor of the individual annual accounts of Euskaltel and as auditor of the annual accounts of the consolidated group made up of Euskaltel and subsidiaries for the 2021 financial year.

#### Items relating to shareholder remuneration and director remuneration

6. Approval of the proposed application of results of Euskaltel and distribution of dividends for the financial year ended 31 December 2020.
7. Approval, if applicable, of the amended existing Director Remuneration Policy for financial years 2019, 2020 and 2021.

#### Item relating to the update of the corporate governance system

8. Information to the shareholders at the General Meeting regarding the amendments to the Regulations of the Board of Directors approved by the Board of Directors.

#### Item relating to general matters

9. 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 carry out the mandatory filing of accounts.

#### Item of a consultative nature

10. Consultative vote regarding the Annual Director Remuneration Report for the financial year ended 31 December 2020.

### **Presentation of proposed resolutions**

Pursuant to the provisions of Section 519.3 of the consolidated text of the Corporate Enterprises Act (**Ley de Sociedades de Capital**), approved by Royal Legislative Decree 1/2010 of 2 July (the "Corporate Enterprises Act"), shareholders representing at least three per cent of the share capital may submit well-founded proposed resolutions on matters already included or that must be included in the agenda for the Annual General Meeting of Shareholders covered by this call to meeting.

Said right must be exercised by duly authenticated notice addressed to the Office of the General Secretary of the Company, which must be received at the registered office of Euskaltel (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay) within five days of the publication of this call to meeting.

### **Participation: Attendance, proxy representation and absentee voting**

All holders of voting shares who have caused such shares to be registered in their name in the corresponding book-entry register at least five days in advance of the date on which the Annual General Meeting of Shareholders is to be held may attend and participate in the Annual General Meeting of Shareholders, with the rights to be heard and to vote.

All shareholders having the right to attend may be represented at the Annual General Meeting of Shareholders by another person, even though not a shareholder, by complying with the requirements and formalities established by Law, the Bylaws and the other internal rules of the Company to the extent applicable.

Shareholders having the right to attend may grant a proxy or cast an absentee vote on the proposals relating to items included in the agenda of the call to meeting, which they may do in writing by delivering a duly completed proxy and absentee voting card at the registered office of the Company, by sending it to the Company by post (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay) or by electronic communication as provided on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)). The use of this electronic communication service requires a digital user certificate issued in accordance with the provisions of "Law 59/2003 of 19 December on Electronic Signatures" and validated by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española) (CERES) within the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre).

The Company will make available to shareholders on its corporate website ([www.euskaltel.com](http://www.euskaltel.com)) the forms or models that can be used to grant a proxy and to cast an absentee vote by post or electronic communication.

To be valid, proxies granted and votes cast by any means of remote communication (postal or electronic) must be received by the Company before 24:00 on the day immediately prior to the day set for the holding of the Annual General Meeting of Shareholders upon first call.

On-line attendance shall take place in accordance with the following deadlines, forms and manners of exercising the rights of shareholders provided for by the Board of Directors:

- a. **Pre-registration:** Shareholders who wish to attend on-line must access the corporate website between 00:00 on 19 May 2021 and 23:59 on 1 June 2021 using the "Electronic Proxy and Voting and Registration for On-line Attendance" link located in the "General Meeting of Shareholders 2 June 2021" section and register in the manner indicated therein, identifying themselves with their national electronic identity document or by means of an electronic certificate issued by the Spanish Public Certification Authority (Autoridad Pública de Certificación Española) (CERES) within the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre).

If the individual wishing to attend online is a representative, the proxies must have been granted to this person prior to their registration using any of the procedures established in this notice of call or must be verified by sending the proxy card in advance to the e-mail address [accionista@euskaltel.com](mailto:accionista@euskaltel.com) until 23:59 on 1 June 2021.

If the person appointed as proxy representative is not a shareholder, they must register in advance through the shareholders' office using the same e-mail address ([accionista@euskaltel.com](mailto:accionista@euskaltel.com)).

- b. **Connection, attending the Meeting and voting:** The mechanisms for remote real-time attendance at the Meeting will be activated on Euskaltel's corporate website [www.euskaltel.com](http://www.euskaltel.com) at 09:45 on 2 June 2021 (on first call) or, if applicable, at 09:45 on 3 June 2021 (on second call).

A previously registered shareholder, or their representative, must connect to the Meeting between 09:45 (as stated above) and 10:45 on 2 June 2021. If the Meeting cannot be held on first call, notification of this fact will be posted on the on-line attendance platform and said shareholder must connect the next day, during the same hours, to attend the Meeting on second call.

No connection will be allowed after this time. Shareholders, or their representatives, who have registered in advance and who do not subsequently connect to the meeting will not be considered to be in attendance.

After making the connection, a shareholder, or their representative, may vote on the proposed resolutions until the end of each of the votes.

- c. **Presentations and requests for information:** Shareholders may request to make presentations at the Meeting, as well as ask questions and propose resolutions in writing when registering in advance and upon logging in to the General Meeting, until 10:45 on the day of the Meeting, in the form provided in the software application that will be available on Euskaltel's corporate website. The Secretary will read aloud the presentations of the shareholders during the period reserved for this purpose. The presentations will only appear in the minutes of the meeting if so expressly requested. If, for any reason, the right to information cannot be satisfied during the Meeting, the information requested shall be provided in writing to the interested shareholder within seven days of the end of the Meeting.
- d. **Broadcasting the General Meeting:** The Meeting will also be broadcast live on the corporate website, with simultaneous interpretation of the presentations in Spanish into Euskera (Basque) and into English.

### Technical incidents

The Company reserves the right to modify, suspend, cancel, restrict or adopt measures that it deems most appropriate in relation to the mechanisms for on-line attendance, casting of votes in advance and remote proxy-granting by postal or electronic communication when so advised or required for technical or security reasons.

The Company shall not be liable for damages that may be occasioned to shareholders or other persons as a result of power surges, failures, fallen lines, connection failures, malfunctioning of the mail service or similar events beyond its control that prevent the use of mechanisms for on-line attendance, casting of votes in advance or remote proxy-granting.

All of the foregoing is without prejudice to the adoption of the most appropriate measures based on the particular circumstances of each situation, including any temporary suspension or extension of the Annual General Meeting of Shareholders, if required to ensure the full exercise of rights by the shareholders or their proxy representatives.



## Available information and documentation

Pursuant to the provisions of Sections 272, 287 and 518 of the Corporate Enterprises Act, as from the publication of this call to meeting until the holding of the General Meeting, any shareholder may immediately obtain the following documentation without charge, which has been continuously made available to shareholders at the registered office and through the website of the Company ([www.euskaltel.com](http://www.euskaltel.com)) and a portion of which has also been sent to the National Securities Market Commission:

- This announcement of call to meeting.
- The total number of shares and voting rights on the date of the call to meeting.
- The full text of the proposed resolutions that may be adopted by shareholders at the Annual General Meeting of Shareholders of the Company with respect to each of the items included in the agenda.
- The Annual Financial Report for the 2020 financial year, which includes the individual and consolidated annual accounts, the individual and consolidated management reports (including the Consolidated Statement of Non-Financial Information), and the respective statutory auditor reports and Responsible Company Report for the 2020 financial year. Also, the Assurance Report on the Consolidated Statement of Non-Financial Information.
- The Annual Corporate Governance Report for the 2020 financial year.
- The report prepared by the Company's Board of Directors in accordance with the provisions of Section 528 of the Corporate Enterprises Act, as well as pursuant to the provisions of article 3.3 of the Regulations of the Board of Directors of the Company, to report to the Company's shareholders on the amendments made to the Regulations of the Board of Directors since the previous General Meeting within the context of item eight on the agenda for the Annual General Meeting of Shareholders.
- The document containing the current Regulations of the Board of Directors.
- The Company's Annual Director Remuneration Report for the 2020 financial year, which is submitted to a separate consultative vote as item 10 on the agenda.
- The annual report of the Audit and Control Committee for the 2020 financial year.
- The annual report of the Appointments and Remunerations Committee for the 2020 financial year.
- The annual report of the Appointments Committee for the 2020 financial year.
- The annual report of the Remuneration Committee for the 2020 financial year.

- The report of the Audit and Control Committee regarding the independence of the statutory auditor.
- The report of the Audit and Control Committee regarding related-party transactions.
- The rules of operation of the Electronic Shareholders' Forum.
- The form or model of attendance, proxy and absentee voting card.
- Any valid requests for information, clarifications or questions made by the shareholders in the exercise of their right to obtain information, and any answers provided by the directors.
- Any supplement to the call to the General Meeting of Shareholders.

The following have also been made available to the shareholders on the Company's website: (i) instructions regarding the manner in which shareholders can exercise their right to obtain information; (ii) instructions for remote attendance; (iii) information regarding the procedures or systems for viewing the General Meeting of Shareholders; and (iv) instructions for casting or delegating absentee votes through the means provided.

Pursuant to the provisions of Sections 197 and 520 of the Corporate Enterprises Act, from the date of publication of the call to the General Meeting until the fifth day prior to the day on which the Annual General Meeting of Shareholders is held, inclusive, shareholders may ask the Board of Directors for information or clarifications or ask questions in writing that they deem pertinent regarding the items included in the agenda and for the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting. These rights to information will be exercised in accordance with the specific provisions established in the section on presentations provided for on-line attendance at the Meeting.

Except in those cases expressly provided by law, the Board of Directors shall be required to provide in writing the information requested through the date of holding of the General Meeting, and in the case of requests made in the manner set forth in the section on presentations provided for on-line attendance, if the right to information cannot be satisfied during the General Meeting, the information requested shall be provided to the interested shareholder within seven days of the end of the General Meeting.

Requests for information may be made by delivery of the request at the registered office; by sending such requests by post to the Company (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay), or by remote electronic communication through the website of Euskaltel ([www.euskaltel.com](http://www.euskaltel.com)) in the place and form provided for such purpose, and using the means provided for presentations and requests for information in the section on on-line attendance.

### **Electronic Shareholders' Forum**

Finally, it is reported that, pursuant to the provisions of Section 539.2 of the Corporate Enterprises Act, there has been enabled on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) an electronic shareholders' forum, the use of which shall conform to the legal purpose thereof and to assurances and rules of operation established by the Company, and which may be accessed by duly qualified shareholders and shareholder groups.

### **Common provisions applicable to the rights of the shareholders**

The rights to receive information, to attend, to proxy representation, to absentee voting and to submit well-founded proposed resolutions shall be exercised as provided by law, the Bylaws and the Regulations for the General Meeting of Shareholders, available on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

### **Participation of a Notary at the General Meeting**

Pursuant to the provisions of Sections 203 of the Corporate Enterprises Act and 101 of the Regulations of the Commercial Registry, the Board of Directors has resolved to request the presence of a Notary to draw up the minutes of the General Meeting.

### **Other information of interest for shareholders**

To facilitate the viewing and appropriate dissemination thereof, all or part of the proceedings of the Annual General Meeting of Shareholders shall be subject to audiovisual recording and broadcast and made available to the public through the Company's corporate website ([www.euskaltel.com](http://www.euskaltel.com)). By entering the premises where the Annual General Meeting of Shareholders is to be held, attendees consent to the capture and reproduction of images of their person and to the processing of their personal data through such media.

### **Additional information**

For information regarding the Annual General Meeting of Shareholders not contained in this announcement, shareholders may consult the Regulations for the General Meeting of Shareholders by accessing the Investors section of the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

To obtain additional information, shareholders may also contact the Shareholder Services Office (Oficina de Atención al Accionista) at Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio (Biscay) from 9:00 to 14:00, Monday to Friday; by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com); or by accessing the Investors section which is permanently available on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)).

In Derio (Biscay), on 28 April 2021.

Non-Director Secretary of the Board of Directors

Mr José Ortiz Martínez.

## Personal Data Protection

### 1. Controller

Euskaltel, S.A., a company with a registered office at Parque Tecnológico - Teknologi Ekartegia Edificio 809 Derio (Biscay), with Tax ID number (NIF) A- 48766695, and telephone 944011556 (hereinafter, Euskaltel or the "Company"), is the controller of the personal data that shareholders provide to the Company (upon the exercise or delegation of their rights to receive information, to attend, to proxy representation and to vote) or that are provided by both the financial institutions and by the investment services companies that are depositaries or custodians of the shares held by such shareholders and the entities in charge of the book-entry registers pursuant to law, as well as the personal data that may be generated within the framework of the shareholders' attendance at the General Meeting.

For any question regarding the processing of their personal data, the shareholders 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 the person in charge of protecting the fundamental right to the protection of data and is responsible for compliance with data protection regulations at Euskaltel, and whose email address is [dpd@euskaltel.com](mailto:dpd@euskaltel.com).

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

The following table shows the purposes for processing the personal data, the legal foundations allowing the processing of data by Euskaltel for each of said purposes, the recipients of the personal data (with no transfer of the personal data of the shareholders to third parties unless there is a legal obligation (e.g. tax authorities, courts and tribunals, CNMV, etc.)) or as expressly indicated in the table below.

The table also shows those data processors of Euskaltel who need to access such personal data in order to perform their duties, the existence of any international transfers of data, and the data storage time limit. Said data will remain blocked during the limitation periods applicable to obligations as required by law.

The shareholders may ask for a list of the recipients of their data by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), with an indication of the specific processing for which they want the recipient information.

| Purpose of the processing                                                                        | Legal grounds                                                                                                                                                                                    | Recipients                                                                                                                                                                                                                            | International transfers                                    | Storage time limit                                                                       |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------------------------------|
| Management of the personal data of the shareholder to attend the General Meeting and accommodate | Legal obligation: Section 192 of the Corporate Enterprises Act requires the preparation of the list of attendees (in their capacity as shareholder representatives) in order to validly hold the | The personal data will be transferred to: <ul style="list-style-type: none"> <li>Notaries: to prepare the Minutes of the General Meeting.</li> </ul> The categories of service providers that might access the data are technology or | There will be no international transfers of personal data. | Six years from the close of the financial year during which the General Meeting is held. |

| <i>Purpose of the processing</i>               | <i>Legal grounds</i>                                                                                                                                                                       | <i>Recipients</i>                                                                                                                                                                   | <i>International transfers</i>                             | <i>Storage time limit</i>                                                     |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------|
| the rights of the shareholder                  | General Meeting. This legal provision also requires the management and accommodation of different rights relating to the status of shareholder.                                            | systems service providers and the entities hired to manage and help carry out the General Meeting.                                                                                  |                                                            |                                                                               |
| Dissemination and recording of General Meeting | Legitimate interest: the General Meeting will be broadcast and recorded in order to comply with the Good Governance Code of Listed Companies of the National Securities Market Commission. | The categories of service providers that might access the data are technology or systems service providers and the entities hired to manage and help carry out the General Meeting. | There will be no international transfers of personal data. | The data will be stored for 2 years to comply with dissemination obligations. |

#### Necessary and updated information

In order for the information provided to the Company to always be current and not contain errors, shareholders must use the following email address to notify Euskaltel as soon as possible of any changes to or corrections of their personal data: [accionista@euskaltel.com](mailto:accionista@euskaltel.com).

Shareholders may also update their personal data through such account ([accionista@euskaltel.com](mailto:accionista@euskaltel.com)).

### **3. Rights of data subjects**

Shareholders may exercise the rights to access their personal data, to correction, to deletion, to limitation of processing of their personal data and the right to object to the processing of their personal data. Furthermore, if applicable and in accordance with applicable legal provisions, the right to data portability.

Shareholders may exercise their rights by attaching proof of their identity (DNI or equivalent document) at any time and without charge by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), stating the right they wish to exercise and their identifying information.

If shareholders believe that Euskaltel has not properly processed their personal data, they may contact the Data Protection Officer at the email address [dpd@euskaltel.com](mailto:dpd@euskaltel.com). However, the shareholders have the right to submit a claim to the Spanish Data Protection Agency if they think that there has been a violation of data protection laws with respect to the processing of their personal data.



# Annual General Meeting of Shareholders **2021**

Proposed resolutions



**ERRONKA GARBIA**  
EVENTO AMBIENTALMENTE SOSTENIBLE

**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF EUSKALTEL, S.A. CALLED ON 2 JUNE 2021, ON FIRST CALL, AND 3 JUNE 2021, ON SECOND CALL**

The resolutions proposed by the Board of Directors of Euskaltel, S.A. (“Euskaltel” or the “Company”) for approval by shareholders at the Annual General Meeting are as follows:

**Items relating to the annual accounts, company management and the statutory auditor**

1. **Examination and approval of Euskaltel’s individual annual accounts and the consolidated annual accounts of Euskaltel and subsidiaries for the year ended 31 December 2020.**
2. **Examination and approval of Euskaltel’s individual directors’ report and the consolidated directors’ report of Euskaltel and subsidiaries for the year ended 31 December 2020.**
3. **Examination and approval of the Consolidated Statement of Non-Financial Information of Euskaltel and subsidiaries for the year ended 31 December 2020.**
4. **Examination and approval of company management and of the activities of Euskaltel's Board of Directors during the year ended 31 December 2020.**
5. **Re-appointment of KPMG Auditores, S.L. as auditor of Euskaltel’s individual annual accounts and as auditor of the annual accounts of the consolidated group comprising Euskaltel and subsidiaries for 2021.**

## **ITEM ONE ON THE AGENDA**

### **Examination and approval of Euskaltel's individual annual accounts and the consolidated annual accounts of Euskaltel and subsidiaries for the year ended 31 December 2020.**

#### **PROPOSED RESOLUTION RELATING TO ITEM ONE**

It is agreed to approve Euskaltel's individual annual accounts and the consolidated annual accounts of Euskaltel and subsidiaries for the year ended 31 December 2020, which were prepared by the Board of Directors at its meeting held on 25 February 2021.



**ITEM TWO ON THE AGENDA**

**Examination and approval of Euskaltel's individual directors' report and the consolidated directors' report of Euskaltel and subsidiaries for the year ended 31 December 2020.**

**PROPOSED RESOLUTION RELATING TO ITEM TWO**

It is agreed to approve Euskaltel's individual directors' report and the consolidated directors' report of Euskaltel and subsidiaries for the year ended 31 December 2020, which were prepared by the Board of Directors at its meeting held on 25 February 2021.

### **ITEM THREE ON THE AGENDA**

#### **Examination and approval of the Consolidated Statement of Non-Financial Information of Euskaltel and subsidiaries for the year ended 31 December 2020.**

#### **PROPOSED RESOLUTION RELATING TO ITEM THREE**

It is agreed to approve the statement of non-financial information included in the consolidated directors' report of Euskaltel and subsidiaries for the year ended 31 December 2020, prepared by the Board of Directors at its meeting held on 25 February 2021 and which has been verified by KPMG Asesores, S.L. as shown in the report issued on 25 February 2021, and which has been made available to shareholders for the call to the Annual General Meeting of Shareholders.

**ITEM FOUR ON THE AGENDA**

**Examination and approval of company management and of the activities of Euskaltel's Board of Directors during the year ended 31 December 2020.**

**PROPOSED RESOLUTION RELATING TO ITEM FOUR**

The Company's management and the activities of its Board of Directors during the year ended 31 December 2020 are hereby approved.

## **ITEM FIVE ON THE AGENDA**

### **Re-appointment of KPMG Auditores, S.L. as auditor of Euskaltel's individual annual accounts and as auditor of the annual accounts of the consolidated group comprising Euskaltel and subsidiaries for 2021.**

#### **PROPOSED RESOLUTION RELATING TO ITEM FIVE**

It is agreed to re-appoint KPMG, Auditores, S.L. as auditor of the Company's individual annual accounts and as auditor of the consolidated annual accounts of Euskaltel and subsidiaries for the year ending 31 December 2021.

It is also agreed to authorise the Company's Board of Directors, with the express authority to replace, including to its authorised representatives, to determine the statutory auditor's remuneration in accordance with the financial terms and conditions generally applicable to this audit firm, and particularly to enter into the respective services agreement, under the terms and conditions it deems appropriate, with the authority to make such amendments thereto as may be required in accordance with the law applicable at any given time.

KPMG Auditores, S.L. shall, if appropriate, accept its re-appointment by any valid legal means.

This resolution is adopted at the proposal of the Board of Directors following a previous proposal from the Audit and Control Committee.

Note is made that KPMG Auditores, S.L. has its registered address at Paseo de la Castellana, 259 C, Torre Cristal, 28046 Madrid (Madrid), with tax identification number B-78.510.153. The company is entered in the Madrid Companies Register in volume 11,961, page 90, section 8, page M-188.007, entry 10 and in the Official Registry of Auditors (ROAC) under number S-0702.

**Items relating to shareholder remuneration and director remuneration**

6. **Approval of the proposed application of Euskaltel results and distribution of dividends for the year ended 31 December 2020.**
7. **Approval, if applicable, of the amendment to the existing Director Remuneration Policy for 2019, 2020 and 2021.**

## **ITEM SIX ON THE AGENDA**

### **Approval of the proposed application of Euskaltel results and distribution of dividends for the year ended 31 December 2020.**

#### **PROPOSED RESOLUTION RELATING TO ITEM SIX**

In compliance with articles 273.1 and 273.2 of the Spanish Companies Act, and as there was net profit in 2020 of Euros 40,935,669.33 and as freely distributable reserves total Euros 416,738,961.17 (voluntary reserves and share premium), it is agreed to distribute an additional dividend for a gross amount of Euros 0.170 per Euskaltel share outstanding with dividend rights on the date the relevant payment is made.

Payment of the aforementioned dividend is expected to take place no later than 17 June 2021.

This dividend will be distributed through the entities participating in “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR), the Board of Directors being hereby authorised for such purpose, with express authority to replace, to establish the specific date for payment of the dividend, to designate the entity that is to act as paying agent, and to take such other steps as may be required or appropriate to successfully distribute the dividend. Consequently, the distribution of profits and reserves for 2020 is as follows:

| <b>BASIS OF APPLICATION</b> | <b>AMOUNT (Euros)</b> |
|-----------------------------|-----------------------|
| <b>Voluntary reserves</b>   | <b>61,574,328.79</b>  |
| <b>Share premium</b>        | <b>355,164,632.38</b> |
| <b>Profit for the year</b>  | <b>40,935,669.33</b>  |
|                             | <b>457,674,630.50</b> |

| <b>DISTRUBUTION</b>        | <b>AMOUNT (Euros)</b> |
|----------------------------|-----------------------|
| <b>Legal reserve</b>       | <b>4,093,566.93</b>   |
| <b>Dividends</b>           |                       |
| <b>Interim dividend</b>    | <b>25,010,350.40</b>  |
| <b>Additional dividend</b> | <b>30,369,711.20</b>  |
| <b>Share premium</b>       | <b>355,164,632.38</b> |
| <b>Voluntary reserves</b>  | <b>43,036,369.59</b>  |
|                            | <b>457,674,630.50</b> |

**ITEM SEVEN ON THE AGENDA**

**Approval, if applicable, of the amendment to the existing Director  
Remuneration Policy for 2019, 2020 and 2021.**

**PROPOSED RESOLUTION RELATING TO ITEM SEVEN**

It is agreed to approve the Company's Remuneration Policy, which has been made available to shareholders along with the required report by the Remuneration Committee since the call to this General Meeting, pursuant to the article 529 *novodecies* of the Spanish Companies Act.

This Policy shall apply to the remuneration of Company directors during 2021, unless the General Meeting of Shareholders approves a resolution to amend it whilst it is in force.

**Item relating to the update of the corporate governance system**

8. **Information for the General Meeting regarding the amendments to the Board of Director Regulations approved by the Board of Directors.**



**ITEM EIGHT ON THE AGENDA**

**Information for the General Meeting regarding the amendments to the Board of Director Regulations approved by the Board of Directors.**

**PROPOSED RESOLUTION RELATING TO ITEM EIGHT**

Shareholders have been provided with the document containing the current version of the Company's Board of Director Regulations, including the amendments to the regulations agreed by the Board of Directors since the Company's previous General Meeting of Shareholders was held and the relevant explanatory report on the amendments, which was issued by the Board of Directors.

This agenda item, which is for information purposes only, does not require the adoption of any specific resolution by the Company's shareholders

**Item relating to general matters**

9. **Delegation of powers to formalise and implement all resolutions adopted by 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 carry out the mandatory filing of accounts.**

## **ITEM NINE ON THE AGENDA**

**Delegation of powers to formalise and implement all resolutions adopted by 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 carry out the mandatory filing of accounts.**

### **PROPOSED RESOLUTION RELATING TO ITEM NINE**

It is agreed to delegate - notwithstanding the powers already delegated to the Board of Directors by the General Meeting, including the authority to replace or grant a power of attorney to any of its members, and in the broadest terms possible - to the non-board member Secretary and the non-board member Deputy Secretary, so that either of them, indistinctly and with all the necessary scope in law, may supplement, execute and prepare, technically modifying, where appropriate, all the previous resolutions, correcting any omissions or errors that may be present in them, and interpret them, jointly and severally granting the aforementioned persons the power to convert the appropriate deeds containing the resolutions adopted into public deeds, with the broadest powers to carry out any acts that may be necessary in relation to the resolutions of this general meeting, granting the documents that may be necessary to enter the aforementioned resolutions in the Commercial Registry, and in particular to:

- a) Correct, clarify, specify or complete the resolutions adopted at this General Meeting or those produced in any instruments or documents executed in implementation thereof, and particularly any omissions, defects or errors in form or substance that may prevent the access of these resolutions and the consequences hereof to the Commercial Registry, the Property Registry, the Industrial Property Registry or any others, and particularly to carry out the mandatory filing of accounts with the Commercial Registry.
- b) To make any announcements, undertake legal acts or business, contracts or transactions that may be necessary or convenient to adopt, and to execute the necessary resolutions for the purposes provided for in law to execute the resolutions adopted by this general meeting, including, in particular, and among other powers, that of appearing before a Notary Public to grant or enter into any public or private documents deemed necessary or convenient to ensure the full effectiveness of these resolutions.
- c) To delegate all or some of the powers deemed necessary from those expressly attributed to them by this general meeting, either jointly or severally.
- d) In short, to determine all other circumstances that may be necessary, completing any procedures that may be appropriate and complying with any requirements that may be necessary in accordance with current legislation, so as to execute to the greatest extent possible what has been agreed by the General Meeting of Shareholders.

**Item relating to the resolution submitted to a consultative vote**

10. **Consultative vote regarding the Annual Director Remuneration Report for 2020.**

**ITEM TEN ON THE AGENDA**

**Consultative vote regarding the Annual Director Remuneration Report for 2020.**

**PROPOSED RESOLUTION RELATING TO ITEM TEN**

It is agreed to approve the Annual Director Remuneration Report for 2020 on a consultative basis.

\* \* \*

**REPORT PREPARED BY EUSKALTEL, S.A.'S REMUNERATION COMMITTEE REGARDING THE PROPOSED AGREEMENT TO AMEND THE COMPANY'S DIRECTOR REMUNERATION POLICY REFERRED TO IN ITEM 7 OF THE AGENDA FOR THE COMPANY'S ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 2 JUNE 2021 ON FIRST CALL AND ON 3 JUNE 2021 ON SECOND CALL.**

**I. Introduction**

Article 529 *novodecies* of Royal Legislative Decree 1/2010 of 2 July, approving the consolidated text of the Spanish Companies Act (the “**Spanish Companies Act**”), stipulates that the Director Remuneration Policy shall be approved by the General Meeting of Shareholders at least every three years as a separate item on the Agenda.

The proposed Remuneration Policy, which must be duly justified and submitted to the General Meeting by the Board of Directors, must also be accompanied by a specific report by the Remuneration Committee. Both the proposed Policy and the specific Committee report must be made available to shareholders on the Company's website from the date of call to the General Meeting.

The Remuneration Policy thus approved shall remain in force for the three years following the year in which it is approved by the General Meeting.

The same procedure must be observed if the current Remuneration Policy is amended or replaced at any time, whereby any amendment to or replacement of the policy within this period of time shall require the prior approval of the General Meeting of Shareholders in accordance with the procedure in place for approval thereof.

Thus, any proposal by the Board of Directors to amend or replace the current Remuneration Policy shall be duly justified and must be accompanied by a specific report by the Remuneration Committee. These documents shall be published on the company's website from the date of call to the General Meeting of Shareholders and shareholders may request that this documentation be delivered or sent to them free of charge, a right that shall be expressly stated in the publication of the call to meeting.

At the Annual General Meeting of Shareholders held on 2 June 2020, the amended Remuneration Policy was approved in accordance with the proposal submitted by the Board of Directors, following a report from the Appointments and Remuneration Committee. This amendment included the new wording of article 62 of the Bylaws, containing the new remuneration items for the Non-Executive Chair of the Board of Directors, eliminating the 2017-2019 Incentive Plan and providing for the new 2020-2022 Incentive Plan for the CEO and the Non-Executive Chair, and updating the final annual remuneration and short-term variable remuneration parameters for the CEO.

Pursuant to the foregoing, and in accordance with the provisions of aforementioned article 529 *novodecies* of the Spanish Companies Act, at its meeting on 27 April 2021, the Remuneration Committee of Euskaltel, S.A. (“**Euskaltel**” or the “**Company**”) prepared and approved this report regarding the proposal to amend Euskaltel's Director Remuneration Policy for the years 2019, 2020 and 2021 (the “**Remuneration Policy**”) which, if approved, would replace in full the policy approved by Euskaltel's General Meeting of Shareholders on 1 April 2019, amended

by the resolution adopted by Euskaltel's General Meeting of Shareholders on 2 June 2020, notwithstanding the effects produced and consolidated under its term (the "**Report**").

## **II. Grounds for amending the Remuneration Policy**

The Annual General Meeting of Shareholders held on 1 April 2019, approved the Remuneration Policy in accordance with the proposal submitted by the Board of Directors, following a report by the Appointments and Remuneration Committee. The Remuneration Policy was amended by resolution adopted by Euskaltel's General Meeting of Shareholders on 2 June 2020, in accordance with the proposal submitted by the Board of Directors, following a report by the Appointments and Remuneration Committee.

Furthermore, the resolution adopted by Euskaltel's General Meeting of Shareholders on 2 June 2020 approved a new wording of Articles 45, 62, 63, 64 and 65 of the Company's Bylaws and the inclusion of a new article (Article 65 *ter*) in order to bring the Bylaws in line with recommendation 48 of the Good Governance Code for listed companies, to provide for the existence of an Appointments Committee and a Remuneration Committee.

The Remuneration Committee Regulations were approved by resolution of the Board of Directors on 2 June 2020. Complying with the functions contained in its Regulations, the Committee regularly reviews the Remuneration Policy to check its coherence with the Company's short-, medium- and long-term strategy and position and to propose improvements and amendments, where appropriate.

The proposal to amend the Remuneration Policy is justified on the following grounds:

On 27 January 2021, the Board of Directors' meeting approved a proposal from the Remuneration Committee to increase non-executive external director's pay.

Pursuant to the Company's Bylaws, the Board of Directors shall determine the specific amount corresponding to each of the directors who are not entrusted with executive duties for the bylaw-mandated items of remuneration. Therefore, the Board of Directors may take into account, among other issues, the positions held by each director on the board itself.

The proposal submitted by the Remuneration Committee and approved by the Board of Directors is based on market criteria. The market analysis used public information and, specifically, the 2020 Spencer Stuart Board Index. In accordance with the analysis presented in this index, the Board-approved proposal is in line with pay for board and committee members, taking into account the type of directors and the Company's capitalisation (between Euros 1 and Euros 2.5 billion).

The Remuneration Policy includes the amounts relating to external independent and proprietary directors; specifically, an annual amount for membership of the Board of Directors and a fixed annual amount for membership of each Board committee. These amounts were approved by the Board of Directors and have not been amended since 2016.

It is therefore necessary to amend the Remuneration Policy, including the amounts relating to the pay increase approved by the Board on 27 January 2021. The Remuneration Policy is likewise amended to bring it in line with the new statutory regulation providing for the existence of a Remuneration Committee.

Furthermore, the 2021 references to CEO and Non-Executive Chair remuneration are updated, as neither the references to the remuneration system nor the references to the quantum have been updated compared to 2020.

### **III. Key amendments to the Remuneration Policy**

The following amounts approved by the Board of Directors' meeting held on 27 January 2021 are included in the Remuneration Policy:

- A fixed annual amount for membership of the Board of Directors in accordance with market standards.

The fixed amount for this item in 2021 is Euros 80,000.

- A fixed annual amount for membership of each Board committee, based on market standards.

The fixed amount for this item in 2021 is Euros 20,000.

In accordance with the above, the proposal to amend the Remuneration policy submitted to the General Meeting of Shareholders updates these remuneration amounts.

In addition, some wording has been improved and, where necessary, references to the Remuneration Committee and 2021 director remuneration have been updated.

### **IV. Validity**

The proposed amendment will not affect the validity of the Remuneration Policy, which shall continue in force, including the aforementioned amendments, until 2021.

Any other amendment to or replacement of the policy whilst it remains in force shall require the prior approval of the General Meeting of Shareholders.

### **V. Conclusions**

In accordance with the details of this Report, Euskaltel's Remuneration Committee believes that the amendment to the Remuneration Policy on the grounds detailed above is valid.

In addition to including the references required by applicable legislation, the Remuneration Committee also believes that the proposed content of the Remuneration Policy is in line with applicable legislation, meets the criteria regarding prudent risk taking, good governance and transparency and is aligned with shareholders' interests.

\* \* \*

Derio, 27 April 2021



REPORT PREPARED BY THE BOARD OF DIRECTORS OF “EUSKALTEL, S.A.” ON 28 APRIL 2020 FOR THE PURPOSES OF INFORMING SHAREHOLDERS OF THE AMENDMENTS INCORPORATED INTO ITS REGULATIONS SINCE “EUSKALTEL, S.A.’S” LAST GENERAL MEETING OF SHAREHOLDERS WAS HELD, WITHIN THE FRAMEWORK OF ITEM 8 ON THE AGENDA -FOR INFORMATION PURPOSES ONLY- OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF “EUSKALTEL, S.A.” ANNOUNCED FOR 2 AND 3 JUNE 2021 ON FIRST AND SECOND CALL, RESPECTIVELY.

## 1. Purpose of the report

This report is prepared by the Board of Directors of EUSKALTEL, S.A. (“Euskaltel” or the “Company”) in accordance with article 528 of the consolidated text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July (the “Spanish Companies Act”), as well as article 3.3 of the Board of Director Regulations of the Company referred to herein, which determine the Board of Director’s obligation to report to the Company’s shareholders any amendments incorporated into its Regulations since the last General Meeting was held, in the context of point eight on the agenda -for information purposes only- of Euskaltel’s Annual General Meeting of Shareholders announced for 2 and 3 June 2021 on first and second call, respectively.

At its meeting on 15 December 2020, the Company’s Board of Directors unanimously adopted the resolution to amend certain articles of the Board of Director Regulations to bring the content thereof into line with the Code of Good Governance for listed companies of February 2015 in the terms of its partial review published by the National Securities Market Commission of 26 June 2020.

In addition, to facilitate comparison between the proposed new wording of the articles and the current wording, an Appendix is attached hereto, for information purposes, with a full transcription of Euskaltel’s Board of Director Regulations, set out in two columns, comparing both texts and highlighting the proposed additions and exclusions to the wording.

## 2. Grounds for the amendment of the Board of Director Regulations

As stated above, on 15 December 2020, the Board of Directors of the Company agreed to amend its Regulations in order to align its contents with the contents of the Code of Good Governance for listed companies of February 2015 in the terms of the amendments arising from the renewal of the recommendations of the Code of Good Governance published in June 2020:

- (i) Minor changes were made to the Board of Director Regulations to include the reference to the approval of the non-financial information that must be disclosed (Recommendation 4).

- (ii) Amendment of aspects pertaining to the Board of Directors' relationship with the auditors in the realm of the Reporting Policy and Relations with the Board, in order to ensure that the accounting principles and criteria are applied correctly in the preparation of the annual accounts (Recommendation 8).
- (iii) Regulation on the reporting duties of Directors in the event that they are affected by circumstances that may damage the Company's standing and reputation and that the Board has to analyse the situation and adopt measures, as soon as they become known, subject to a report by the appointments committee (Recommendation 22).
- (iv) Reinforcement of the transparency criteria relating to the removal of directors before the end of their tenure due to resignation or resolution by the shareholders' meeting through the Annual Corporate Governance Report and at the time of the termination itself, giving the reasons for the resignation and, in the case of non-executive directors, their opinion on the reasons for removal by the shareholders' meeting (Recommendation 24).
- (v) Adaptation of the executive committee's membership, if there is one, ensuring there are a minimum of two non-executive directors and at least one of them is independent (Recommendation 37).

### **3. Scope of the amendment to the Board of Director Regulations**

The amendments to the Board of Director Regulations that are subject to this report affect articles 4.2, 4.5.C).c), 12.5, 18.2, 39.2.c) and 43.3.

### **4. Announcement of the amended Board of Director Regulations**

In accordance with article 529 of the Spanish Companies Act, the amended Board of Director Regulations will be notified to the Spanish National Securities Market Commission ("CNMV"), together with a copy of the document which will, however, state that it is pending registration in the Bizkaia Commercial Register.

Once registered, a copy of the document submitted to the CNMV will be sent for public dissemination via the CNMV website ([www.cnmv.es](http://www.cnmv.es)).

Without prejudice to the above, in addition to its transcription in the Appendix hereto, the amended Board of Director Regulations are available to the public on the company's corporate website ([www.euskaltel.cm](http://www.euskaltel.cm)), as part of the documentation pertaining to the Company's Annual General Meeting of Shareholders.

## APPENDIX

### EUSKALTTEL, S.A.'S BOARD OF DIRECTOR REGULATIONS

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PRELIMINARY CHAPTER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | PRELIMINARY CHAPTER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Article 1. Purpose of the Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Article 1. Purpose of the Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p>1. These Regulations (the “<b>Regulations</b>”) have been approved by the Board of Directors of Euskaltel, S.A. (the “<b>Company</b>”), reporting to the General Meeting of Shareholders, in accordance with article 528 of the consolidated text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July (the “<b>Spanish Companies Act</b>”). These Regulations contain the guiding principles for the Board of Directors, the basic rules for its organisation and functioning and the standards of conduct of its members, with the aim of achieving greater transparency, efficiency, impulse and control in its administrative and supervisory functions and in representing corporate interests.</p> <p>2. The Regulations develop and complement the regulatory framework applicable to the Board of Directors, established in the prevailing regulations and the Company’s Articles of Association. Generally recognised international good governance recommendations have been taken into consideration in their preparation.</p> <p>3. The guiding principles and the manner in which the governing bodies existing in other Group companies are organised and run will be regulated, where applicable, by their corresponding internal regulations, adapting where necessary to the principles contained in these Regulations.</p> | <p>1. These Regulations (the “<b>Regulations</b>”) have been approved by the Board of Directors of Euskaltel, S.A. (the “<b>Company</b>”), reporting to the General Meeting of Shareholders, in accordance with article 528 of the consolidated text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July (the “<b>Spanish Companies Act</b>”). These Regulations contain the guiding principles for the Board of Directors, the basic rules for its organisation and functioning and the standards of conduct of its members, with the aim of achieving greater transparency, efficiency, impulse and control in its administrative and supervisory functions and in representing corporate interests.</p> <p>2. The Regulations develop and complement the regulatory framework applicable to the Board of Directors, established in the prevailing regulations and the Company’s Articles of Association. Generally recognised international good governance recommendations have been taken into consideration in their preparation.</p> <p>3. The guiding principles and the manner in which the governing bodies existing in other Group companies are organised and run will be regulated, where applicable, by their corresponding internal regulations, adapting where necessary to the principles contained in these Regulations.</p> |
| Article 2. Scope of application                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Article 2. Scope of application                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p>The Regulations are applicable both to the Board of Directors and their delegated bodies –associations or single-member– and their internal committees and the members thereof. The rules of conduct established in these Regulations for the directors of the Company are also applicable to the senior management of the Company, to the extent that they are compatible with their specific nature and the activities they undertake. For the purposes of these Regulations, “senior management” is</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p>The Regulations are applicable both to the Board of Directors and their delegated bodies –associations or single-member– and their internal committees and the members thereof. The rules of conduct established in these Regulations for the directors of the Company are also applicable to the senior management of the Company, to the extent that they are compatible with their specific nature and the activities they undertake. For the purposes of these Regulations, “senior management” is</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| understood to be those members of management that report directly to the Board of Directors or the senior executive (Executive Chair, CEO or General Manager, whether or not he/she is a member of the Board), if any, the head of the internal audit department and any other management post recognised as such by the Board of Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | understood to be those members of management that report directly to the Board of Directors or the senior executive (Executive Chair, CEO or General Manager, whether or not he/she is a member of the Board), if any, the head of the internal audit department and any other management post recognised as such by the Board of Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Article 3. Approval and amendment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Article 3. Approval and amendment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <ol style="list-style-type: none"> <li>1. By majority resolution of the Board members present or represented, the Board of Directors may amend these Regulations on the instigation of the Chair of the Board of Directors or of one third (1/3) of the directors or of the Audit and Control Committee. The proposed amendment must be accompanied by an explanatory report on the grounds and scope of the proposed amendment, as well as a report by the Audit and Control Committee, unless the proposal comes from said Committee.</li> <li>2. The call issued for the meeting of the Board of Directors to rule on the said proposal must be accompanied by the full text of the proposed amendment and its explanatory report.</li> <li>3. The Board of Directors shall report on the amendments to the Regulations agreed at the first General Meeting of Shareholders held.</li> </ol> | <ol style="list-style-type: none"> <li>1. By majority resolution of the Board members present or represented, the Board of Directors may amend these Regulations on the instigation of the Chair of the Board of Directors or of one third (1/3) of the directors or of the Audit and Control Committee. The proposed amendment must be accompanied by an explanatory report on the grounds and scope of the proposed amendment, as well as a report by the Audit and Control Committee, unless the proposal comes from said Committee.</li> <li>2. The call issued for the meeting of the Board of Directors to rule on the said proposal must be accompanied by the full text of the proposed amendment and its explanatory report.</li> <li>3. The Board of Directors shall report on the amendments to the Regulations agreed at the first General Meeting of Shareholders held.</li> </ol> |
| <b>CHAPTER I. FUNCTION OF THE BOARD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>CHAPTER I. FUNCTION OF THE BOARD</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Article 4. Powers of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Article 4. Powers of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <ol style="list-style-type: none"> <li>1. The Board of Directors is authorised to adopt resolutions on all matters that are not allocated by law or the statutes to the General Meeting.</li> <li>2. It is central to the Board's mission to approve the Company's strategy and secure the organisation necessary to put it into practice, and to supervise and verify that senior management meets the objectives set and respects the registered activity and corporate interests of the Company.</li> </ol> <p>For these purposes, the entire Board of Directors reserves the authority to approve the Company's general policies and strategies and, in particular, (i) the strategic or business plan and the management and annual budgetary targets; (ii) the investment and financing policy; (iii) the definition of the corporate group structure; (iv)</p>                           | <ol style="list-style-type: none"> <li>1. The Board of Directors is authorised to adopt resolutions on all matters that are not allocated by law or the statutes to the General Meeting.</li> <li>2. It is central to the Board's mission to approve the Company's strategy and secure the organisation necessary to put it into practice, and to supervise and verify that senior management meets the objectives set and respects the registered activity and corporate interests of the Company.</li> </ol> <p>For these purposes, the entire Board of Directors reserves the authority to approve the Company's general policies and strategies and, in particular, (i) the strategic or business plan and the management and annual budgetary targets; (ii) the investment and financing policy; (iii) the</p>                                                                             |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| <p>the corporate governance policy; (v) the corporate social responsibility policy; (vi) the risk control and management policy, including tax liabilities and management, as well as the regular monitoring of internal information and control systems; (vii) the dividends policy, the own portfolio policy and, particularly, its limits.</p> <p>3. The Board of Directors has the broadest powers to administer and represent the Company. Without prejudice to the above, the Board of Directors may entrust to senior management and to delegated governing bodies the management and day-to-day administration, as well as the dissemination, coordination and general implementation of the Company's policies and guidelines, in order to focus on the definition, supervision and monitoring of the general policies, strategies and guidelines to be followed by the Company and its Group.</p> <p>4. Those powers that are legally or statutorily reserved for the exclusive knowledge of the Board shall not be delegated.</p> <p>5. Without prejudice to any legal powers of delegation or proxy held for the execution of specific agreements entered into, the Board shall directly exercise the following competences and powers by its own initiative or at the proposal of the corresponding internal body:</p> <p>A) In terms of the General Meeting of Shareholders:</p> <p>a) Calling the General Meeting of Shareholders and publishing the corresponding notices.</p> <p>b) Proposing modifications to the Company's articles of association to the General Meeting of Shareholders.</p> <p>c) Proposing to the General Meeting of Shareholders any modifications to the Board Regulations, accompanying the proposal with the corresponding explanatory report.</p> <p>d) Submitting to the General Meeting of</p> | <p>definition of the corporate group structure; <del>(iv) the corporate governance policy;</del> (iv) the <b>environmental, social and corporate governance policies</b>; <del>corporate social responsibility policies;</del> (v) the risk control and management policy, including tax liabilities and management, as well as the regular monitoring of internal information and control systems; (vii) the dividends policy, the own portfolio policy and, particularly, its limits.</p> <p>3. The Board of Directors has the broadest powers to administer and represent the Company. Without prejudice to the above, the Board of Directors may entrust to senior management and to delegated governing bodies the management and day-to-day administration, as well as the dissemination, coordination and general implementation of the Company's policies and guidelines, in order to focus on the definition, supervision and monitoring of the general policies, strategies and guidelines to be followed by the Company and its Group.</p> <p>4. Those powers that are legally or statutorily reserved for the exclusive knowledge of the Board shall not be delegated.</p> <p>5. Without prejudice to any legal powers of delegation or proxy held for the execution of specific agreements entered into, the Board shall directly exercise the following competences and powers by its own initiative or at the proposal of the corresponding internal body:</p> <p>A) In terms of the General Meeting of Shareholders:</p> <p>a) Calling the General Meeting of Shareholders and publishing the corresponding notices.</p> <p>b) Proposing modifications to the Company's articles of association of the Company to the General Meeting of Shareholders.</p> <p>c) Proposing to the General Meeting of Shareholders any modifications to the Board Regulations, accompanying the proposal with the corresponding explanatory report.</p> <p>d) Submitting to the General Meeting of</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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| <p>Shareholders a proposal to transform the Company into a holding company by means of “subsidiarisation” or by transferring core activities carried out by the Company to subsidiaries, even if full control over these is retained.</p> <p>e) Submitting to the General Meeting of Shareholders proposed acquisitions or disposals of key operating assets, in accordance with the presumption contained in article 160 of the Spanish Companies Act.</p> <p>f) Proposing to the General Meeting of Shareholders the approval of transactions that would be equivalent to winding up the Company.</p> <p>g) Raising proposals to the General Meeting of Shareholders regarding the appointment, ratification or re-appointment of non-independent board members, following a report from the Appointments Committee, or termination of board members.</p> <p>h) Executing the agreements approved by the General Meeting of Shareholders and carrying out any functions entrusted thereto by same.</p> <p>B) In terms of the organisation of the Board of Directors and delegation of powers:</p> <p>a) Approving and modifying this Regulation, following a report from the Audit and Control Committee.</p> <p>b) Defining the structure of general powers to be granted by the Board of Directors or the delegated governing bodies.</p> <p>C) In terms of information to be disclosed by the Company:</p> <p>a) Managing the disclosure of information from the Company to the shareholders, the competent authorities, the markets and the general public in line with equality, transparency and accuracy criteria.</p> <p>b) Drawing up the annual accounts,</p> | <p>Shareholders a proposal to transform the Company into a holding company by means of “subsidiarisation” or by transferring core activities carried out by the Company to subsidiaries, even if full control over these is retained.</p> <p>e) Submitting to the General Meeting of Shareholders proposed acquisitions or disposals of key operating assets, in accordance with the presumption contained in article 160 of the Spanish Companies Act.</p> <p>f) Proposing to the General Meeting of Shareholders the approval of transactions that would be equivalent to winding up the Company.</p> <p>g) Raising proposals to the General Meeting of Shareholders regarding the appointment, ratification or re-appointment of non-independent board members, following a report from the Appointments Committee, or termination of board members.</p> <p>h) Executing the agreements approved by the General Meeting of Shareholders and carrying out any functions entrusted thereto by same.</p> <p>B) In terms of the organisation of the Board of Directors and delegation of powers:</p> <p>a) Approving and modifying this Regulation, following a report from the Audit and Control Committee.</p> <p>b) Defining the structure of general powers to be granted by the Board of Directors or the delegated governing bodies.</p> <p>C) In terms of information to be disclosed by the Company:</p> <p>a) Managing the disclosure of information from the Company to the shareholders, the competent authorities, the markets and the general public in line with equality, transparency and accuracy criteria.</p> <p>b) Drawing up the annual accounts,</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| <p>directors' report and proposed distribution of results as well as the consolidated annual accounts and consolidated directors' report, if any, for presentation to the General Meeting of Shareholders.</p> <p>c) Approving the financial information to be regularly disclosed by the Company due to its status as a public company.</p> <p>D) In terms of board members and senior management:</p> <p>a) Appointing and renewing offices within the Board of Directors and the members and internal offices of the Board committees.</p> <p>b) Appointing board members by co-opting.</p> <p>c) Appointing and relieving board members, as well as giving preliminary approval for contracts to be entered into between the Company and the board members to whom executive powers are attributed, detailing remuneration for said executive functions.</p> <p>d) Approving remuneration for each board member, based on proposals from the Remuneration Committee, in accordance with the remuneration policy approved by the General Meeting of Shareholders.</p> <p>e) Approving the definition and modification of the Company's organisation chart, appointing and relieving senior management (as set forth in article 2), and setting the compensation or termination benefits applicable in the event of dismissal.</p> <p>f) Approving the remuneration policy for senior management posts, and the basic conditions of their contracts, based on any proposals made by the CEO and following reports from the Remuneration Committee.</p> <p>g) Regulating, analysing and ruling on any</p> | <p>directors' report and proposed distribution of results as well as the consolidated annual accounts and consolidated directors' report, if any, for presentation to the General Meeting of Shareholders.</p> <p>c) Approving the financial, <b>non-financial and corporate</b> information to be regularly disclosed by the Company due to its status as a public company.</p> <p>D) In terms of board members and senior management:</p> <p>a) Appointing and renewing offices within the Board of Directors and the members and internal offices of the Board committees.</p> <p>b) Appointing board members by co-opting.</p> <p>c) Appointing and relieving board members, as well as giving preliminary approval for contracts to be entered into between the Company and the board members to whom executive powers are attributed, detailing remuneration for said executive functions.</p> <p>d) Approving remuneration for each board member, based on proposals from the Remuneration Committee, in accordance with the remuneration policy approved by the General Meeting of Shareholders.</p> <p>e) Approving the definition and modification of the Company's organisation chart, appointing and relieving senior management (as set forth in article 2), and setting the compensation or termination benefits applicable in the event of dismissal.</p> <p>f) Approving the remuneration policy for senior management posts, and the basic conditions of their contracts, based on any proposals made by the CEO and following reports from the Remuneration Committee.</p> <p>g) Regulating, analysing and ruling on any</p> |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| <p>conflicts of interest and transactions linking the Company to its shareholders, board members and senior management staff, or persons connected to them.</p> <p>h) Authorising or waiving obligations deriving from the duty of loyalty, in accordance with prevailing legislation.</p> <p>E) In terms of other duties:</p> <p>a) Formulating the dividends policy and the corresponding proposed agreements to the General Meeting of Shareholders on the distribution of results and other forms of remuneration for shareholders, and agreeing on the payment of interim dividends, if any.</p> <p>b) Acknowledging merger or demerger operations, concentration or global assignment of assets and liabilities affecting any of the Group's key companies.</p> <p>c) Approving investments, divestments or any type of operation that, due to its significant amount or special characteristics, may be strategic or entail special tax liability, unless its approval corresponds to the General Meeting of Shareholders.</p> <p>d) Creating or acquiring shareholdings in special purpose entities or entities domiciled in countries or territories considered to be tax havens, as well as any other similar transaction or operation which, owing to its complexity, could undermine the group's transparency.</p> <p>e) Approving related-party transactions that are defined by prevailing legislation, subject to a report by the Audit and Control Committee.</p> <p>f) Issuing an opinion on all public takeover bids made on securities issued by the Company.</p> <p>g) Executing the Company's own portfolio policy within the framework of the</p> | <p>conflicts of interest and transactions linking the Company to its shareholders, board members and senior management staff, or persons connected to them.</p> <p>h) Authorising or waiving obligations deriving from the duty of loyalty, in accordance with prevailing legislation.</p> <p>E) In terms of other duties:</p> <p>a) Formulating the dividends policy and the corresponding proposed agreements to the General Meeting of Shareholders on the distribution of results and other forms of remuneration for shareholders, and agreeing on the payment of interim dividends, if any.</p> <p>b) Acknowledging merger or demerger operations, concentration or global assignment of assets and liabilities affecting any of the Group's key companies.</p> <p>c) Approving investments, divestments or any type of operation that, due to its significant amount or special characteristics, may be strategic or entail special tax liability, unless its approval corresponds to the General Meeting of Shareholders.</p> <p>d) Creating or acquiring shareholdings in special purpose entities or entities domiciled in countries or territories considered to be tax havens, as well as any other similar transaction or operation which, owing to its complexity, could undermine the group's transparency.</p> <p>e) Approving related-party transactions that are defined by prevailing legislation, subject to a report by the Audit and Control Committee.</p> <p>f) Issuing an opinion on all public takeover bids made on securities issued by the Company.</p> <p>g) Executing the Company's own portfolio policy within the framework of the</p> |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
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| <p>authorisation of the General Meeting of Shareholders.</p> <p>h) Drawing up the Company's Annual Corporate Governance Report and the annual sustainability report, as well as the annual report on the Directors' remuneration policy.</p> <p>i) Ruling on proposals submitted by the Chairperson of the Board of Directors, the CEO or, if applicable the general manager or Board of Directors' committees.</p> <p>j) Issuing an opinion on any other matter that falls under its remit and the Board of Directors itself considers of interest to the Company, or that the Regulations reserve for the entire Board.</p> <p>6. The Board of Directors shall evaluate the following on an annual basis, using the external and internal means it deems suitable in each case:</p> <p>a) Its functioning and the quality of its work.</p> <p>b) The functions of the Chair of the Board of Directors and, if applicable, the senior executive of the Company (as defined in article 2 of these Regulations), based on the report submitted by the Appointments Committee.</p> <p>c) The running of its committees, based on the reports provided by these. For these purposes, the Board of Directors shall organise and coordinate this assessment process with the Chairs of the committees.</p> <p>7. On the matters included in this article, where suitable, the Board of Directors will act in coordination with the governing bodies of the remaining companies in the Group, in the common interest of all.</p> | <p>authorisation of the General Meeting of Shareholders.</p> <p>h) Drawing up the Company's Annual Corporate Governance Report and the annual sustainability report, as well as the annual report on the Directors' remuneration policy.</p> <p>i) Ruling on proposals submitted by the Chairperson of the Board of Directors, the CEO or, if applicable the general manager or Board of Directors' committees.</p> <p>j) Issuing an opinion on any other matter that falls under its remit and the Board of Directors itself considers of interest to the Company, or that the Regulations reserve for the entire Board.</p> <p>6. The Board of Directors shall evaluate the following on an annual basis, using the external and internal means it deems suitable in each case:</p> <p>a) Its functioning and the quality of its work.</p> <p>b) The functions of the Chair of the Board of Directors and, if applicable, the senior executive of the Company (as defined in article 2 of these Regulations), based on the report submitted by the Appointments Committee.</p> <p>c) The running of its committees, based on the reports provided by these. For these purposes, the Board of Directors shall organise and coordinate this assessment process with the Chairs of the committees.</p> <p>7. On the matters included in this article, where suitable, the Board of Directors will act in coordination with the governing bodies of the remaining companies in the Group, in the common interest of all.</p> |
| <b>Article 5. Corporate interests</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Article 5. Corporate interests</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>1. The Board of Directors shall always carry out its functions pursuant to the interests of the Company, i.e. the common interest of all the shareholders of an independent publicly-held company, aiming to fulfil its statutory activity in</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p>1. The Board of Directors shall always carry out its functions pursuant to the interests of the Company, i.e. the common interest of all the shareholders of an independent publicly-held company, aiming to fulfil its statutory activity in</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>accordance with prevailing legislation.</p> <p>When undertaking its functions, the Board of Directors shall be guided by the interests of the company and act with unity of purpose and independence of criteria. Furthermore, the Board will take into consideration legitimate public or private interests that affect the performance of the business activity and, particularly, those of the different stakeholders, the communities and regions in which the Company operates and its workforce. In this context, consideration will be given to the sustained maximisation of the Company's economic value and its positive outcome in the long term, as a shared interest of all the shareholders and, therefore, as the guiding criteria at all times for the Board of Director's actions and those of its delegated bodies, internal committees and members.</p> | <p>accordance with prevailing legislation.</p> <p>When undertaking its functions, the Board of Directors shall be guided by the interests of the company and act with unity of purpose and independence of criteria. Furthermore, the Board will take into consideration legitimate public or private interests that affect the performance of the business activity and, particularly, those of the different stakeholders, the communities and regions in which the Company operates and its workforce. In this context, consideration will be given to the sustained maximisation of the Company's economic value and its positive outcome in the long term, as a shared interest of all the shareholders and, therefore, as the guiding criteria at all times for the Board of Director's actions and those of its delegated bodies, internal committees and members.</p> |
| CHAPTER II. COMPOSITION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | CHAPTER II. COMPOSITION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Article 6. Number of directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Article 6. Number of directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <ol style="list-style-type: none"> <li>1. In accordance with the Company's Articles of Association, the Board of Directors will be comprised of a minimum of five (5) and a maximum of fifteen (15) directors, who will be appointed and ratified by the General Meeting of Shareholders subject to prevailing legal and statutory conditions.</li> <li>2. The General Meeting of Shareholders is tasked with determining the number of directors, which must be set by express agreement or, indirectly, by filling vacancies or appointing new directors, within the maximum limit established in the previous section.</li> </ol>                                                                                                                                                                                                                                          | <ol style="list-style-type: none"> <li>1. In accordance with the Company's Articles of Association, the Board of Directors will be comprised of a minimum of five (5) and a maximum of fifteen (15) directors, who will be appointed and ratified by the General Meeting of Shareholders subject to prevailing legal and statutory conditions.</li> <li>2. The General Meeting of Shareholders is tasked with determining the number of directors, which must be set by express agreement or, indirectly, by filling vacancies or appointing new directors, within the maximum limit established in the previous section.</li> </ol>                                                                                                                                                                                                                                          |
| Article 7. Types of directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Article 7. Types of directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <ol style="list-style-type: none"> <li>1. When exercising its powers of proposal to the General Meeting of Shareholders and of co-option for the filling of vacancies, the Board of Directors must strive to ensure that, where possible, in the composition of the body, external or non-executive directors represent a majority over executive directors, and that the independent directors represent at least half (1/2) of the total members of the Board of Directors. Moreover, the number of executive directors must be the minimum necessary, taking into account the complexity of the corporate group and the interest held by the executive directors in the</li> </ol>                                                                                                                                                                                         | <ol style="list-style-type: none"> <li>1. When exercising its powers of proposal to the General Meeting of Shareholders and of co-option for the filling of vacancies, the Board of Directors must strive to ensure that, where possible, in the composition of the body, external or non-executive directors represent a majority over executive directors, and that the independent directors represent at least half (1/2) of the total members of the Board of Directors. Moreover, the number of executive directors must be the minimum necessary, taking into account the complexity of the corporate group and the interest held by the executive directors in the</li> </ol>                                                                                                                                                                                         |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>Company's capital.</p> <p>2. The definitions of the different types of director are those established in the prevailing standards.</p> <p>3. The Board will strive to ensure that, among external directors, the proportion of proprietary directors to independent directors reflects the corresponding proportion of Company capital represented by proprietary directors and the rest of the capital.</p> <p>4. The Board will avoid any discrimination between the shareholders in accessing the Board of Directors through proprietary directorships.</p> <p>5. The Board of Directors must provide a description of the character of each Board member to the General Meeting of Shareholders that will perform or ratify the appointment, which must be confirmed, or where applicable, reviewed annually in the Annual Corporate Governance Report subsequent to being verified by the Appointments Committee. Should there be any external directors that cannot be considered proprietary or independent directors, the Company shall explain this circumstance and their links with either the Company, its management or its shareholders.</p> | <p>Company's capital.</p> <p>2. The definitions of the different types of director are those established in the prevailing standards.</p> <p>3. The Board will strive to ensure that, among external directors, the proportion of proprietary directors to independent directors reflects the corresponding proportion of Company capital represented by proprietary directors and the rest of the capital.</p> <p>4. The Board will avoid any discrimination between the shareholders in accessing the Board of Directors through proprietary directorships.</p> <p>5. The Board of Directors must provide a description of the character of each Board member to the General Meeting of Shareholders that will perform or ratify the appointment, which must be confirmed, or where applicable, reviewed annually in the Annual Corporate Governance Report subsequent to being verified by the Appointments Committee. Should there be any external directors that cannot be considered proprietary or independent directors, the Company shall explain this circumstance and their links with either the Company, its management or its shareholders.</p> |
| CHAPTER III. APPOINTMENT AND REMOVAL OF DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | CHAPTER III. APPOINTMENT AND REMOVAL OF DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Article 8. Appointment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Article 8. Appointment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p>1. Directors will be appointed by the General Meeting of Shareholders pursuant to the provisions of the Law and the Company's Articles of Association and shall be persons who meet the requirements of respectability, suitability, confirmed solvency, competence, experience, qualifications, training, availability and commitment to their duties.</p> <p>In the case of directorships held by legal entities, the private individual representing the entity in exercising the functions of the position of director shall be subject to the same requirements set out in the previous section.</p> <p>2. Proposals for the appointment and reappointment of directors submitted by the Board of Directors for the General Meeting's consideration must be</p>                                                                                                                                                                                                                                                                                                                                                                                       | <p>1. Directors will be appointed by the General Meeting of Shareholders pursuant to the provisions of the Law and the Company's Articles of Association and shall be persons who meet the requirements of respectability, suitability, confirmed solvency, competence, experience, qualifications, training, availability and commitment to their duties.</p> <p>In the case of directorships held by legal entities, the private individual representing the entity in exercising the functions of the position of director shall be subject to the same requirements set out in the previous section.</p> <p>2. Proposals for the appointment and reappointment of directors submitted by the Board of Directors for the General Meeting's consideration must be</p>                                                                                                                                                                                                                                                                                                                                                                                       |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>preceded, in accordance with the applicable standards, the Articles of Association and these Regulations, by: (a) the corresponding proposal from the Appointments Committee, in the case of independent directors; or (b) a report from the Appointments Committee, in all other cases; specifically assessing their respectability, suitability, expertise, competence, experience, qualifications, training, availability and commitment to their duties.</p> <p>3. The necessary support will be provided for new directors to acquire sufficient knowledge of the Company and the Group as quickly as possible. Where circumstances require, the Company may also set up refresher programmes for directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>preceded, in accordance with the applicable standards, the Articles of Association and these Regulations, by: (a) the corresponding proposal from the Appointments Committee, in the case of independent directors; or (b) a report from the Appointments Committee, in all other cases; specifically assessing their respectability, suitability, expertise, competence, experience, qualifications, training, availability and commitment to their duties.</p> <p>3. The necessary support will be provided for new directors to acquire sufficient knowledge of the Company and the Group as quickly as possible. Where circumstances require, the Company may also set up refresher programmes for directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Article 9. Incompatibilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Article 9. Incompatibilities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>In addition to the points set out in the Company's Articles of Association, the following may not be appointed as director or, if applicable, representatives of a legal entity holding a directorship:</p> <p>(i) National or foreign companies from the telecommunications or other sectors who are competitors of the Company ("Rival Companies"), or their shareholders, directors or senior executives and people who, if applicable, were put forward by Rival Companies in their capacity as shareholders of the Company.</p> <p>(iii) People who, in the two (2) years prior to their possible appointment, have held senior positions in government that were incompatible with the simultaneous performance of the functions of a director of a private company, in accordance with state or regional legislation.</p> <p>(v) Individuals or legal persons who have any other kind of conflict of interest or are banned in accordance with general regulations, including those who in any way have interests that oppose those of the Company or its group.</p> <p>(vii) Individuals or legal persons that, in addition to being a director of Euskaltel, hold directorships in more than five companies, of which a maximum of three may be listed on national or foreign stock exchanges, may not</p> | <p>In addition to the points set out in the Company's Articles of Association, the following may not be appointed as director or, if applicable, representatives of a legal entity holding a directorship:</p> <p>(ii) National or foreign companies from the telecommunications or other sectors who are competitors of the Company ("Rival Companies"), or their shareholders, directors or senior executives and people who, if applicable, were put forward by Rival Companies in their capacity as shareholders of the Company.</p> <p>(iv) People who, in the two (2) years prior to their possible appointment, have held senior positions in government that were incompatible with the simultaneous performance of the functions of a director of a private company, in accordance with state or regional legislation.</p> <p>(vi) Individuals or legal persons who have any other kind of conflict of interest or are banned in accordance with general regulations, including those who in any way have interests that oppose those of the Company or its group.</p> <p>(viii) Individuals or legal persons that, in addition to being a director of Euskaltel, hold directorships in more than five companies, of which a maximum of three may be listed on national or foreign stock exchanges, may not</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <p>be appointed as directors or, if applicable, as representatives of legal-person directors.</p> <p>For the purposes of this calculation, the following will not be taken into account: (i) the property holding companies of the director or related persons; (ii) holding companies that are merely intended to hold shares, company shareholdings or assets, but have no ongoing business activity; (iii) in terms of proprietary members, those directors who are members through the appointment of the significant shareholder who proposed them as proprietary member of the Company or through any group company, provided that the proprietary member has the material and/or personal means required to give sufficient dedication to the position of director of the Company.</p>                                                                                                                                                                                                               | <p>be appointed as directors or, if applicable, as representatives of legal-person directors.</p> <p>For the purposes of this calculation, the following will not be taken into account: (i) the property holding companies of the director or related persons; (ii) holding companies that are merely intended to hold shares, company shareholdings or assets, but have no ongoing business activity; (iii) in terms of proprietary members, those directors who are members through the appointment of the significant shareholder who proposed them as proprietary member of the Company or through any group company, provided that the proprietary member has the material and/or personal means required to give sufficient dedication to the position of director of the Company.</p>                                                                                                                                                                                                               |
| <b>Article 10. Duration of the appointment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Article 10. Duration of the appointment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <ol style="list-style-type: none"> <li>1. Directors shall hold their position for a period of four (4) years, unless the General Meeting of Shareholders agrees on their removal or they resign from office.</li> <li>2. Directors may be re-elected one or more times for terms of four (4) years.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <ol style="list-style-type: none"> <li>1. Directors shall hold their position for a period of four (4) years, unless the General Meeting of Shareholders agrees on their removal or they resign from office.</li> <li>2. Directors may be re-elected one or more times for terms of four (4) years.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Article 11. Re-appointment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Article 11. Re-appointment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <ol style="list-style-type: none"> <li>1. Proposals for the re-appointment of directors that the Board of Directors decides to submit to the General Meeting of Shareholders must have undergone a preparation process that will necessarily include a proposal (in the case of independent directors) or a report (in all other cases) issued by the Appointments Committee assessing the quality of work and dedication of the proposed directors during the preceding term of office, as well a specific reference to their respectability, suitability, expertise, competence, availability and commitment to their duties.</li> <li>2. To this end, directors sitting on the Appointments Committee will be assessed by the committee itself, employing the internal and external means deemed fit. The director in question will leave the meeting during deliberations and voting.</li> <li>3. The Chair and, in the event that they are directors, the Secretary and Deputy Secretary of</li> </ol> | <ol style="list-style-type: none"> <li>1. Proposals for the re-appointment of directors that the Board of Directors decides to submit to the General Meeting of Shareholders must have undergone a preparation process that will necessarily include a proposal (in the case of independent directors) or a report (in all other cases) issued by the Appointments Committee assessing the quality of work and dedication of the proposed directors during the preceding term of office, as well a specific reference to their respectability, suitability, expertise, competence, availability and commitment to their duties.</li> <li>2. To this end, directors sitting on the Appointments Committee will be assessed by the committee itself, employing the internal and external means deemed fit. The director in question will leave the meeting during deliberations and voting.</li> <li>3. The Chair and, in the event that they are directors, the Secretary and Deputy Secretary of</li> </ol> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>the Board of Directors, when re-elected members of the Board of Directors by agreement of the General Meeting of Shareholders, will continue to perform the duties they were exercising prior thereto on the Board of Directors, without requiring a new appointment, and without prejudice to the Board of Director's power to revoke said duties.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>the Board of Directors, when re-elected members of the Board of Directors by agreement of the General Meeting of Shareholders, will continue to perform the duties they were exercising prior thereto on the Board of Directors, without requiring a new appointment, and without prejudice to the Board of Director's power to revoke said duties.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p><b>Article 12. Resignation, separation and termination</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p><b>Article 12. Resignation, separation and termination</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p>1. The directors will leave office at the end of the term for which they were appointed or when the relevant resolution is adopted by the General Meeting of Shareholders by virtue of the powers invested therein.</p> <p>2. Directors must tender their resignation to the Board of Directors and the Board must accept in the following situations:</p> <ul style="list-style-type: none"> <li>(i) When unforeseen situations arise in which they are in breach of any of the incompatibilities or prohibitions laid down in legislation, the Company's Articles of Association or these Board Regulations.</li> <li>(ii) When events or conduct attributable to the director have caused serious harm to the company's assets or reputation, or given rise to a risk of criminal liability for the company.</li> <li>(iii) When the respectability, suitability, expertise, competence, availability or commitment to their duties required in order to serve as a company director is undermined.</li> <li>(iv) When their continuance on the Board of Directors may jeopardise, for any reason, directly, indirectly or through related persons (as defined in these Board Regulations), the loyal and diligent performance of their duties in the company's interests.</li> <li>(v) When the reasons for appointing the director no longer apply and, in particular, in the case of proprietary directors, when the shareholder(s) that proposed, required or determined the director's appointment sells or transfers all or part of their shares,</li> </ul> | <p>1. The directors will leave office at the end of the term for which they were appointed or when the relevant resolution is adopted by the General Meeting of Shareholders by virtue of the powers invested therein.</p> <p>2. Directors must tender their resignation to the Board of Directors and the Board must accept in the following situations:</p> <ul style="list-style-type: none"> <li>(i) When unforeseen situations arise in which they are in breach of any of the incompatibilities or prohibitions laid down in legislation, the Company's Articles of Association or these Board Regulations.</li> <li>(ii) When events or conduct attributable to the director have caused serious harm to the company's assets or reputation, or given rise to a risk of criminal liability for the company.</li> <li>(iii) When the respectability, suitability, expertise, competence, availability or commitment to their duties required in order to serve as a company director is undermined.</li> <li>(iv) When their continuance on the Board of Directors may jeopardise, for any reason, directly, indirectly or through related persons (as defined in these Board Regulations), the loyal and diligent performance of their duties in the company's interests.</li> <li>(v) When the reasons for appointing the director no longer apply and, in particular, in the case of proprietary directors, when the shareholder(s) that proposed, required or determined the director's appointment sells or transfers all or part of their shares,</li> </ul> |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>thus losing the status of significant shareholder or holding insufficient shares to justify the appointment.</p> <p>3. In any of the cases stated in section 2 above, the Board of Directors shall require the director to resign from their post and, if applicable, will propose their separation to the General Meeting of Shareholders.</p> <p>4. Moreover, directors must tender their resignation to the Board when they reach 70 years of age, resigning from office in the first Board meeting following the General Meeting of Shareholders that approves the annual accounts for the year in which they reach that age.</p> <p>5. In the event that, due to resignation or other cause, a director leaves his/her post before the end of the term, he/she must explain the reasons in a letter addressed to all the members of the Board and the removal will also be reported in the Annual Corporate Governance Report.</p> <p>6. The Board of Directors may only propose the removal of an independent director before the end of the term of office stipulated in the Articles of Association when the Board considers there is just cause. In particular, just cause will be deemed to exist when the director has failed to observe the duties of office or in any of the ex post facto circumstances described in the definition of an independent director in applicable regulations or, failing this, in good corporate governance regulations applicable to the Company at any given moment.</p> | <p>thus losing the status of significant shareholder or holding insufficient shares to justify the appointment.</p> <p>3. In any of the cases stated in section 2 above, the Board of Directors shall require the director to resign from their post and, if applicable, will propose their separation to the General Meeting of Shareholders.</p> <p>4. Moreover, directors must tender their resignation to the Board when they reach 70 years of age, resigning from office in the first Board meeting following the General Meeting of Shareholders that approves the annual accounts for the year in which they reach that age.</p> <p>5. In the event that, due to resignation or other cause, <b>including by agreement of the Annual General Meeting of Shareholders</b>, a director leaves his/her post before the end of the term, he/she must explain the reasons <b>for their resignation or, in the case of non-executive directors, their understanding of the grounds for termination by the Board</b>, in a letter addressed to all the members of the Board and <b>without prejudice to reporting on this in the Annual Corporate Governance Report, to the extent relevant for investors, the Company will announce the termination as soon as possible, including sufficient reference to the grounds or circumstances provided by the director.</b></p> <p>6. The Board of Directors may only propose the removal of an independent director before the end of the term of office stipulated in the Articles of Association when the Board considers there is just cause. In particular, just cause will be deemed to exist when the director has failed to observe the duties of office or in any of the ex post facto circumstances described in the definition of an independent director in applicable regulations or, failing this, in good corporate governance regulations applicable to the Company at any given moment.</p> |
| <b>Article 13. Duty of abstention</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Article 13. Duty of abstention</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>Directors proposed for appointment, re-appointment, separation or reprimand which must be submitted to the General Meeting of Shareholders shall leave the meeting during the deliberations and voting on the respective agreements.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>Directors proposed for appointment, re-appointment, separation or reprimand which must be submitted to the General Meeting of Shareholders shall leave the meeting during the deliberations and voting on the respective agreements.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| CHAPTER IV. STRUCTURE OF THE BOARD OF DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | CHAPTER IV. STRUCTURE OF THE BOARD OF DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Article 14. Chair of the Board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Article 14. Chair of the Board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| The Chair of the Board of Directors will be elected from among the directors, subject to a report from the Appointments Committee, and will be Chair of the Company and all of the bodies of which it forms part, being responsible for executing their resolutions.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | The Chair of the Board of Directors will be elected from among the directors, subject to a report from the Appointments Committee, and will be Chair of the Company and all of the bodies of which it forms part, being responsible for executing their resolutions.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Article 15. Powers of the Chair of the Board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Article 15. Powers of the Chair of the Board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| In addition to the powers defined in the prevailing legislation at any given time and the Company's corporate governance rules, the Chair of the Board of Directors is also authorised to:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | In addition to the powers defined in the prevailing legislation at any given time and the Company's corporate governance rules, the Chair of the Board of Directors is also authorised to:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <ul style="list-style-type: none"> <li>(i) Call and preside over meetings of the Board of Directors and any meetings of the Executive Committee, setting the agenda for the meetings and directing the discussion and deliberations.</li> <li>(ii) Preside over the General Meeting of Shareholders and direct the discussions and deliberations that take place thereat.</li> <li>(iii) Bring to the Board of Directors those proposals that the chair deems appropriate for the successful operation of the company, particularly those corresponding to the operation of the Board of Directors itself and other corporate decision-making bodies.</li> <li>(iv) Promote the work of the Board committees and ensure that they carry out their duties and responsibilities efficiently and with due coordination, with the appropriate organisation for such purposes.</li> <li>(v) Ensure that the directors receive, in advance of meetings, sufficient information to deliberate on the items on the agenda.</li> <li>(vi) Prepare and submit to the Board of Directors a schedule of dates and matters to be considered, stimulating debate and the active participation of the directors during meetings, safeguarding their freedom to take positions.</li> <li>(vii) Organise and coordinate the periodic</li> </ul> | <ul style="list-style-type: none"> <li>(i) Call and preside over meetings of the Board of Directors and any meetings of the Executive Committee, setting the agenda for the meetings and directing the discussion and deliberations.</li> <li>(ii) Preside over the General Meeting of Shareholders and direct the discussions and deliberations that take place thereat.</li> <li>(iii) Bring to the Board of Directors those proposals that the chair deems appropriate for the successful operation of the company, particularly those corresponding to the operation of the Board of Directors itself and other corporate decision-making bodies.</li> <li>(iv) Promote the work of the Board committees and ensure that they carry out their duties and responsibilities efficiently and with due coordination, with the appropriate organisation for such purposes.</li> <li>(v) Ensure that the directors receive, in advance of meetings, sufficient information to deliberate on the items on the agenda.</li> <li>(vi) Prepare and submit to the Board of Directors a schedule of dates and matters to be considered, stimulating debate and the active participation of the directors during meetings, safeguarding their freedom to take positions.</li> <li>(vii) Organise and coordinate the periodic</li> </ul> |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>evaluation of the Board as well as any chief executive of the Company (as defined in article 2 of these Regulations), and as the person responsible for the management of the Board and for the effectiveness of its operation, ensure that sufficient time is dedicated to the discussion of strategic issues.</p> <p>(vii) Approve and review refresher programmes for each director when the circumstances warrant.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p>evaluation of the Board as well as any chief executive of the Company (as defined in article 2 of these Regulations), and as the person responsible for the management of the Board and for the effectiveness of its operation, ensure that sufficient time is dedicated to the discussion of strategic issues.</p> <p>(vii) Approve and review refresher programmes for each director when the circumstances warrant.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Article 16. Deputy Chair of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Article 16. Deputy Chair of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| The Board of Directors, subject to a report from the Appointments Committee, may elect a Deputy Chair from among its members. The Deputy will temporarily substitute the Chair of the Board of Directors in the event of vacancy, absence, illness or incapacity.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | The Board of Directors, subject to a report from the Appointments Committee, may elect a Deputy Chair from among its members. The Deputy will temporarily substitute the Chair of the Board of Directors in the event of vacancy, absence, illness or incapacity.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Article 17. Secretary and Deputy Secretary</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Article 17. Secretary and Deputy Secretary</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>1. The Board of Directors, subject to a report from the Appointments Committee, will appoint a non-executive Secretary and, if applicable, a non-executive Deputy Secretary to substitute the Secretary in the event of vacancy, absence, illness or incapacity. The same procedure will be followed to agree on the separation of the Secretary and, if applicable, the Deputy Secretary.</p> <p>2. In the absence of the Secretary and the Deputy Secretary, their duties will be performed by the director appointed by the Board of Directors from among the attendees at the meeting in question.</p> <p>3. In addition to the functions assigned by prevailing legislation, the Secretary of the Board of Directors will assist the Chair in their tasks and, in particular, must provide for the proper running of the Board, in particular by:</p> <p>(i) Storing and safeguarding corporate documentation, duly recording the sessions in the book of minutes and certifying the agreements and decisions of the governing bodies. He/she must also take note in the minutes of the meetings of the Board of Directors of any unresolved concerns raised by the directors regarding the running of the Company, as well as the concerns voiced by themselves or by the directors on any proposal, at the request of the party</p> | <p>1. The Board of Directors, subject to a report from the Appointments Committee, will appoint a non-executive Secretary and, if applicable, a non-executive Deputy Secretary to substitute the Secretary in the event of vacancy, absence, illness or incapacity. The same procedure will be followed to agree on the separation of the Secretary and, if applicable, the Deputy Secretary.</p> <p>2. In the absence of the Secretary and the Deputy Secretary, their duties will be performed by the director appointed by the Board of Directors from among the attendees at the meeting in question.</p> <p>3. In addition to the functions assigned by prevailing legislation, the Secretary of the Board of Directors will assist the Chair in their tasks and, in particular, must provide for the proper running of the Board, in particular by:</p> <p>(i) Storing and safeguarding corporate documentation, duly recording the sessions in the book of minutes and certifying the agreements and decisions of the governing bodies. He/she must also take note in the minutes of the meetings of the Board of Directors of any unresolved concerns raised by the directors regarding the running of the Company, as well as the concerns voiced by themselves or by the directors on any proposal, at the request of the party</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>raising the matter</p> <p>(ii) Ensuring the formal and material legality of the actions of the governing bodies and their adherence to the applicable standards.</p> <p>(iii) Advising the Board of Directors on new initiatives in terms of corporate governance, at national and international level.</p> <p>(iv) Channelling the Company's general relations with the directors with regard to the running of the Board of Directors, in accordance with the instructions of its Chair.</p> <p>(v) Providing the directors with the necessary advice and information, supervising, under the direction of the Chair of the Board of Directors, that the information provided by the Company for the adoption of resolutions by the Board of Directors is made available to the directors with sufficient notice and in the proper format.</p> <p>(vi) Channelling the requests of the directors regarding information and documentation of issues that should be made known to the Board of Directors.</p> <p>(vii) Make available the information that, if applicable, should be posted on the Company's corporate website.</p> <p>(viii) Act as Secretary at the General Meeting of Shareholders.</p> <p>(ix) Under the supervision of the Chair of the Board of Directors, provide the necessary support to the Board committees to enable them to act with due coordination and avail of the proper structure of resources to carry out their activity.</p> <p>4 The Secretary will specifically ensure that the actions of the Board of Directors (i) align with the wording and spirit of the applicable Laws and their Regulations, including those approved by the regulatory bodies; (ii) comply with the Company's Articles of Association and the Regulations of the General Meeting of Shareholders, of the Board of Directors and</p> | <p>raising the matter</p> <p>(ii) Ensuring the formal and material legality of the actions of the governing bodies and their adherence to the applicable standards.</p> <p>(iii) Advising the Board of Directors on new initiatives in terms of corporate governance, at national and international level.</p> <p>(iv) Channelling the Company's general relations with the directors with regard to the running of the Board of Directors, in accordance with the instructions of its Chair.</p> <p>(v) Providing the directors with the necessary advice and information, supervising, under the direction of the Chair of the Board of Directors, that the information provided by the Company for the adoption of resolutions by the Board of Directors is made available to the directors with sufficient notice and in the proper format.</p> <p>(vi) Channelling the requests of the directors regarding information and documentation of issues that should be made known to the Board of Directors.</p> <p>(vii) Make available the information that, if applicable, should be posted on the Company's corporate website.</p> <p>(viii) Act as Secretary at the General Meeting of Shareholders.</p> <p>(ix) Under the supervision of the Chair of the Board of Directors, provide the necessary support to the Board committees to enable them to act with due coordination and avail of the proper structure of resources to carry out their activity.</p> <p>4 The Secretary will specifically ensure that the actions of the Board of Directors (i) align with the wording and spirit of the applicable Laws and their Regulations, including those approved by the regulatory bodies; (ii) comply with the Company's Articles of Association and the Regulations of the General Meeting of Shareholders, of the Board of Directors and</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| <p>Internal Control on Securities Markets; and (iii) take into account the recommendations on good governance of the Company.</p> <p>5. The Secretary shall, for the purposes of conducting their functions, have access to the minutes of the meetings of the Board committees of which he/she is not acting Secretary.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>Internal Control on Securities Markets; and (iii) take into account the recommendations on good governance of the Company.</p> <p>5. The Secretary shall, for the purposes of conducting their functions, have access to the minutes of the meetings of the Board committees of which he/she is not acting Secretary.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Article 18. Delegated and advisory bodies</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Article 18. Delegated and advisory bodies</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>1. Without prejudice to the powers that may be conferred to any person, the Board of Directors may set up an Executive Committee, comprised of a minimum of three (3) and a maximum of six (6) members and, furthermore, may appoint a senior executive (as defined in article 2 of these Regulations) at the proposal of the Chair of the Board, and may delegate to them, fully or partially, on a temporary or permanent basis, all powers delegable by Law. The delegation and appointment of the members of the Board of Directors tasked with filling these posts will require for approval, subject to a report by the Appointments Committee, the favourable vote of four fifths (4/5) of the Board of Directors and their delegation and appointment shall not come into effect until it is duly registered in the Commercial Register.</p> <p>2. The Company will strive where possible to ensure that the structure of participation of the different categories of director in the composition of the Executive Committee is similar to that of the Board of Directors. The position of Secretary of the Executive Committee shall be held by the Secretary of the Board of Directors or, if applicable, the Deputy Secretary of the Board of Directors.</p> <p>3. The Chair of the Executive Committee shall report to the Board of Directors on the matters addressed and the agreements adopted at its sessions, recording minutes and sending a copy thereof to all members of the Board of Directors.</p> <p>4. If the Chair of the Board of Directors exercises executive functions, the Board of Directors, with the abstention of the executive directors, shall be required to appoint a coordinating director from among the independent directors, who</p> | <p>1. Without prejudice to the powers that may be conferred to any person, the Board of Directors may set up an Executive Committee, comprised of a minimum of three (3) and a maximum of six (6) members and, furthermore, may appoint a senior executive (as defined in article 2 of these Regulations) at the proposal of the Chair of the Board, and may delegate to them, fully or partially, on a temporary or permanent basis, all powers delegable by Law. The delegation and appointment of the members of the Board of Directors tasked with filling these posts will require for approval, subject to a report by the Appointments Committee, the favourable vote of four fifths (4/5) of the Board of Directors and their delegation and appointment shall not come into effect until it is duly registered in the Commercial Register.</p> <p>2. The Company will strive where possible to ensure <del>that the structure of participation of the different categories of director in the composition of the Executive Committee is similar to that of the Board of Directors</del> <b>that there are at least two non-executive directors on the Executive Committee, at least one of whom shall be independent.</b> The position of Secretary of the Executive Committee shall be held by the Secretary of the Board of Directors or, if applicable, the Deputy Secretary of the Board of Directors.</p> <p>3. The Chair of the Executive Committee shall report to the Board of Directors on the matters addressed and the agreements adopted at its sessions, recording minutes and sending a copy thereof to all members of the Board of Directors.</p> <p>4. If the Chair of the Board of Directors exercises executive functions, the Board of Directors, with the abstention of the executive directors, shall be required to appoint a coordinating director from among the independent directors, who</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| would be specifically authorised to:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | would be specifically authorised to:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <ul style="list-style-type: none"> <li>(i) Chair the meetings of the Board of Directors in the absence of the chair and the deputy chairs, if any.</li> <li>(ii) Request that the Chair of the Board of Directors call a Board meeting whenever it is deemed necessary and take part, alongside him/her, in the planning of the annual meeting schedule.</li> <li>(iii) Participate in drawing up the agenda of each Board meeting and request inclusion of points on the order of the day of Board meetings already announced.</li> <li>(iv) Coordinate, meet and convey the opinions of the non-executive directors.</li> <li>(v) Direct the periodical assessment of the Chair of the Board of Directors and lead, if applicable, the succession process.</li> <li>(vi) Keep up to date on the concerns of investors and shareholders.</li> </ul> | <ul style="list-style-type: none"> <li>(i) Chair the meetings of the Board of Directors in the absence of the chair and the deputy chairs, if any.</li> <li>(ii) Request that the Chair of the Board of Directors call a Board meeting whenever it is deemed necessary and take part, alongside him/her, in the planning of the annual meeting schedule.</li> <li>(iii) Participate in drawing up the agenda of each Board meeting and request inclusion of points on the order of the day of Board meetings already announced.</li> <li>(iv) Coordinate, meet and convey the opinions of the non-executive directors.</li> <li>(v) Direct the periodical assessment of the Chair of the Board of Directors and lead, if applicable, the succession process.</li> <li>(vi) Keep up to date on the concerns of investors and shareholders.</li> </ul> |
| <p>5. Furthermore, an Audit and Control Committee, an Appointments Committee and a Remuneration Committee will be set up, authorised to report, supervise, advise and propose subjects within their remit as specified in articles 64, 65 and 65 ter of the Company's Articles of Association and expanded on in their respective internal regulations.</p> <p>6. In addition, the Board may create other committees with consultancy or advisory functions, without prejudice to any decision-making powers being attributed thereto. The Chair, the Secretary and the remaining members of these committees shall be appointed by the Board of Directors by ordinary majority.</p>                                                                                                                                                                 | <p>5. Furthermore, an Audit and Control Committee, an Appointments Committee and a Remuneration Committee will be set up, authorised to report, supervise, advise and propose subjects within their remit as specified in articles 64, 65 and 65 ter of the Company's Articles of Association and expanded on in their respective internal regulations.</p> <p>6. In addition, the Board may create other committees with consultancy or advisory functions, without prejudice to any decision-making powers being attributed thereto. The Chair, the Secretary and the remaining members of these committees shall be appointed by the Board of Directors by ordinary majority.</p>                                                                                                                                                                 |
| CHAPTER V. FUNCTIONING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CHAPTER V. FUNCTIONING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Article 19. Form and terms of the meetings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Article 19. Form and terms of the meetings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p>1. The Board of Directors shall meet as often as appropriate to properly perform its duties and at least six (6) times per year, with at least one meeting held in each calendar quarter. Each director may propose the inclusion of other unplanned items on the agenda provided these requests are drawn up at least three (3) business</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <p>1. The Board of Directors shall meet as often as appropriate to properly perform its duties and at least six (6) times per year, with at least one meeting held in each calendar quarter. Each director may propose the inclusion of other unplanned item on the agenda provided these requests are drawn up at least three (3) business</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| <p>days prior to the scheduled session.</p> <ol style="list-style-type: none"> <li>The Board of Directors shall also meet at the instigation of the Chair, as often as the latter deems appropriate for the proper operation of the Company and when requested in the terms set forth in section 5 below.</li> <li>At least one third of the members of the Board are required to call a meeting, stating the agenda, to be held in the town in which the registered address is located if, on request to the Chair, the meeting has not been called within one month.</li> <li>The meeting will be called via notification by fax, email or letter to each of the directors, with at least ten (10) business days' notice of the scheduled date.</li> <li>When the Chair deems it warranted due to reasons of urgency, a meeting may be called with three (3) business days' notice, subject to the conditions set forth in the previous paragraph with regard to the manner in which the meeting should be called.</li> <li>Moreover, the Meeting of the Board of Directors must be called by the Chair by written request, containing agenda points from at least two (2) directors. If the Board Meeting is not called by the Chair at the request of the aforementioned directors, the Deputy Chair (or any one of the Deputy Chairs, if several) is expressly authorised to call the corresponding meeting of the Board of Directors. This meeting must be scheduled within the ten (10) business days following the receipt of the request to call. It shall not be necessary to formally call a meeting when all directors are gathered together and unanimously agree to hold the meeting.</li> </ol> | <p>days prior to the scheduled session.</p> <ol style="list-style-type: none"> <li>The Board of Directors shall also meet at the instigation of the Chair, as often as the latter deems appropriate for the proper operation of the Company and when requested in the terms set forth in section 5 below.</li> <li>At least one third of the members of the Board are required to call a meeting, stating the agenda, to be held in the town in which the registered address is located if, on request to the Chair, the meeting has not been called within one month.</li> <li>The meeting will be called via notification by fax, email or letter to each of the directors, with at least ten (10) business days' notice of the scheduled date.</li> <li>When the Chair deems it warranted due to reasons of urgency, a meeting may be called with three (3) business days' notice, subject to the conditions set forth in the previous paragraph with regard to the manner in which the meeting should be called.</li> <li>Moreover, the Meeting of the Board of Directors must be called by the Chair by written request, containing agenda points from at least two (2) directors. If the Board Meeting is not called by the Chair at the request of the aforementioned directors, the Deputy Chair (or any one of the Deputy Chairs, if several) is expressly authorised to call the corresponding meeting of the Board of Directors. This meeting must be scheduled within the ten (10) business days following the receipt of the request to call. It shall not be necessary to formally call a meeting when all directors are gathered together and unanimously agree to hold the meeting.</li> </ol> |
| <p><b>Article 20. Holding meetings of the Board of Directors. Adoption of resolutions in writing and without session.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p><b>Article 20. Holding meetings of the Board of Directors. Adoption of resolutions in writing and without session.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <ol style="list-style-type: none"> <li>In general, the meetings of the Board of Directors shall be held at the Company's registered address via in-person attendance of the directors or their representatives.</li> <li>Without prejudice to the above, the meetings of the Board of Directors may be held in multiple locations connected via systems enabled for</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <ol style="list-style-type: none"> <li>In general, the meetings of the Board of Directors shall be held at the Company's registered address via in-person attendance of the directors or their representatives.</li> <li>Without prejudice to the above, the meetings of the Board of Directors may be held in multiple locations connected via systems enabled for</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <p>recognition and identification of the attendees, permanent communication between the parties regardless of their location, and the intervention and issuing of votes in real time. The attendees at all the locations shall be considered, for all purposes pertaining to the Board Meeting, as attendees at one single meeting. The session shall be recorded as held at whichever location has the larger number of directors present and, in the case of an even split, wherever the Chair of the Board is in attendance or, in their absence, whoever chairs the session.</p> <p>3. Votes can be cast by the members of the Board of Directors in writing and without attending the session, provided no member of the Board opposes this. In this case, the directors shall send the Secretary of the Board of Directors, or whomever fulfils their functions, their votes and the comments they wish to record in the minutes, by any means by which they can be received. The agreements adopted by means of this process shall be recorded in the minutes in accordance with the requirements of the prevailing legislation.</p> | <p>recognition and identification of the attendees, permanent communication between the parties regardless of their location, and the intervention and issuing of votes in real time. The attendees at all the locations shall be considered, for all purposes pertaining to the Board Meeting, as attendees at one single meeting. The session shall be recorded as held at whichever location has the larger number of directors present and, in the case of an even split, wherever the Chair of the Board is in attendance or, in their absence, whoever chairs the session.</p> <p>3. Votes can be cast by the members of the Board of Directors in writing and without attending the session, provided no member of the Board opposes this. In this case, the directors shall send the Secretary of the Board of Directors, or whomever fulfils their functions, their votes and the comments they wish to record in the minutes, by any means by which they can be received. The agreements adopted by means of this process shall be recorded in the minutes in accordance with the requirements of the prevailing legislation.</p> |
| <b>Article 21. Quorum and ordinary voting majority</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Article 21. Quorum and ordinary voting majority</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>A Board Meeting will be validly assembled when attended by half (1/2) plus one (1) of its members, in person or by representation.</p> <p>Resolutions relating to an issue that is not deemed a Relevant Decision of the Board of Directors (as defined above) shall be adopted by favourable vote of the absolute majority of the directors present or represented, with the Chair having the casting vote in the event of a tied vote.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>A Board Meeting will be validly assembled when attended by half (1/2) plus one (1) of its members, in person or by representation.</p> <p>Resolutions relating to an issue that is not deemed a Relevant Decision of the Board of Directors (as defined above) shall be adopted by favourable vote of the absolute majority of the directors present or represented, with the Chair having the casting vote in the event of a tied vote.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Article 22. Quorum and voting majority for Relevant Decisions of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Article 22. Quorum and voting majority for Relevant Decisions of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p>A Board Meeting will be validly assembled to make Relevant Decisions when attended by four fifths of its members (4/5), in person or through representatives.</p> <p>Resolutions on a matter that is a Relevant Decision of the Board of Directors (as defined hereinafter) will be adopted through the favourable vote of at least four fifths of its members (4/5) present or represented.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>A Board Meeting will be validly assembled to make Relevant Decisions when attended by four fifths of its members (4/5), in person or through representatives.</p> <p>Resolutions on a matter that is a Relevant Decision of the Board of Directors (as defined hereinafter) will be adopted through the favourable vote of at least four fifths of its members (4/5) present or represented.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <b>Article 23. Relevant Decisions of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Article 23. Relevant Decisions of the Board of Directors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>For the purposes of the aforementioned article, the following shall be deemed Relevant Decisions of the Board of Directors, which cannot be delegated to a delegated director and/or a delegated committee and must be decided upon by the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. Closure of any work centre the company may have at any time in the Basque Country, unless such closure is duly documented based on reasons of business efficiency.</li> <li>2. Proposal to the General Meeting of Shareholders of any decision the purpose or effect of which is to not continue effectively administering and managing the company in the Basque Country or in any other autonomous region in which a subsidiary or investee of the company is effectively administered or managed. For these purposes, the clarifications set forth in section 2 of article 37.3 shall apply.</li> <li>3. Proposal to the General Meeting of a change of the “Euskaltel” brand for the company’s activities in the Basque Country.</li> <li>4. Decision regarding the direction of the company’s vote in its capacity as partner or shareholder (and of its representatives on administrative bodies) in any of the subsidiaries or investees in relation to any resolution which, for the purposes of this section, may be deemed Relevant Decisions of the Board of Directors.</li> <li>5. Resolutions implementing actions delegated by the General Meeting in connection with the above-mentioned matters.</li> </ol> | <p>For the purposes of the aforementioned article, the following shall be deemed Relevant Decisions of the Board of Directors, which cannot be delegated to a delegated director and/or a delegated committee and must be decided upon by the Board of Directors:</p> <ol style="list-style-type: none"> <li>1. Closure of any work centre the company may have at any time in the Basque Country, unless such closure is duly documented based on reasons of business efficiency.</li> <li>2. Proposal to the General Meeting of Shareholders of any decision the purpose or effect of which is to not continue effectively administering and managing the company in the Basque Country or in any other autonomous region in which a subsidiary or investee of the company is effectively administered or managed. For these purposes, the clarifications set forth in section 2 of article 37.3 shall apply.</li> <li>3. Proposal to the General Meeting of a change of the “Euskaltel” brand for the company’s activities in the Basque Country.</li> <li>4. Decision regarding the direction of the company’s vote in its capacity as partner or shareholder (and of its representatives on administrative bodies) in any of the subsidiaries or investees in relation to any resolution which, for the purposes of this section, may be deemed Relevant Decisions of the Board of Directors.</li> <li>5. Resolutions implementing actions delegated by the General Meeting in connection with the above-mentioned matters.</li> </ol> |
| <b>Article 24. Granting representation and voting authorisation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Article 24. Granting representation and voting authorisation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <p>Each director may confer his/her representation and vote to another director, provided this is notified to the Chair in writing. This written proxy must be specific to each meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>Each director may confer his/her representation and vote to another director, provided this is notified to the Chair in writing. This written proxy must be specific to each meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Article 25. Session procedures</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Article 25. Session procedures</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <ol style="list-style-type: none"> <li>1. Directors shall make every possible effort to attend the sessions of the Board of Directors and, when they cannot attend in person, they shall delegate their representation to another</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <ol style="list-style-type: none"> <li>1. Directors shall make every possible effort to attend the sessions of the Board of Directors and, when they cannot attend in person, they shall delegate their representation to another</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <p>director, instructing them accordingly. Directors may not delegate to representatives on matters in relation to which there is any conflict of interest. Authorised representation is granted on an individual basis for each meeting of the Board of Directors and may be notified by any of the means set forth in article 19 above pertaining to the calling of meetings.</p> <p>2. The Chair of the Board of Directors, who is in charge of its effective functioning, shall prompt and organise the discussions and active participation of the directors during the sessions, safeguarding their freedom to express opinions and make decisions.</p> <p>3. The Chair of the Board of Directors may, furthermore, when the circumstances deem necessary, adopt the necessary measures to guarantee the confidentiality of the deliberations and agreements adopted during the course of the Board sessions.</p> <p>4. The Chair may invite to the Board sessions any persons who may contribute to enhancing the information available to the directors.</p> <p>5. In the event of a tied vote, the Chair of the Board of Directors will have the casting vote.</p> | <p>director, instructing them accordingly. Directors may not delegate to representatives on matters in relation to which there is any conflict of interest. Authorised representation is granted on an individual basis for each meeting of the Board of Directors and may be notified by any of the means set forth in article 19 above pertaining to the calling of meetings.</p> <p>2. The Chair of the Board of Directors, who is in charge of its effective functioning, shall prompt and organise the discussions and active participation of the directors during the sessions, safeguarding their freedom to express opinions and make decisions.</p> <p>3. The Chair of the Board of Directors may, furthermore, when the circumstances deem necessary, adopt the necessary measures to guarantee the confidentiality of the deliberations and agreements adopted during the course of the Board sessions.</p> <p>4. The Chair may invite to the Board sessions any persons who may contribute to enhancing the information available to the directors.</p> <p>5. In the event of a tied vote, the Chair of the Board of Directors will have the casting vote.</p> |
| <b>Article 26. Annual assessment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Article 26. Annual assessment</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p>1. On an annual basis, the Board of Directors will assess (i) its functioning and the quality of its work, (ii) the performance of the Chair of the Board and the CEO, if any, in their functions, based on the report furnished by the Appointments Committee, (iii) the functioning of its Committees, based on their reports, (iv) the performance and contribution of each director, paying special attention to the heads of the different Board committees. For these purposes, the Board of Directors shall organise and coordinate this assessment process with the Chairs of the Committees.</p> <p>The results of the annual assessment shall be duly noted in the minutes of the session or attached as an appendix thereto.</p> <p>2. In the event that the Chair of the Board of Directors exercises executive functions, their assessment will be directed by the coordinating director specifically authorised as per article 18.4</p>                                                                                                                                                                                                                    | <p>1. On an annual basis, the Board of Directors will assess (i) its functioning and the quality of its work, (ii) the performance of the Chair of the Board and the CEO, if any, in their functions, based on the report furnished by the Appointments Committee, (iii) the functioning of its Committees, based on their reports, (iv) the performance and contribution of each director, paying special attention to the heads of the different Board committees. For these purposes, the Board of Directors shall organise and coordinate this assessment process with the Chairs of the Committees.</p> <p>The results of the annual assessment shall be duly noted in the minutes of the session or attached as an appendix thereto.</p> <p>2. In the event that the Chair of the Board of Directors exercises executive functions, their assessment will be directed by the coordinating director specifically authorised as per article 18.4</p>                                                                                                                                                                                                                    |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| above.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | above.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 3. Based on the results of the annual assessment, the Board of Directors shall propose a plan of action to correct any weaknesses detected.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 3. Based on the results of the annual assessment, the Board of Directors shall propose a plan of action to correct any weaknesses detected.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>CHAPTER VI. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>CHAPTER VI. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Article 27. Director remuneration</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>Article 27. Director remuneration</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p>1. The directors are eligible to receive the remuneration stipulated in the Company's Articles of Association.</p> <p>2. Within the limits set out in the Company's Articles of Association, the Board of Directors shall endeavour to ensure that director remuneration is reasonably commensurate with the prominence of the Company, the financial situation thereof at any particular time, the market standards used at companies of a similar size or activity, and takes into account their dedication to the Company. The remuneration system established should be focused on promoting the long-term profitability and sustainability of the Company and include the safeguards required to avoid the excessive assumption of risk and unfavourable results.</p> <p>3. The Board of Directors shall also ensure that the amount of external directors' remuneration is such that it provides incentives to their dedication but does not compromise their independence.</p> <p>4. The Board of Directors will draw up an annual report on the remuneration of directors in the terms established by the applicable regulations.</p> <p>This report shall be made available to the shareholders on occasion of the call to the Annual General Meeting and shall be submitted to a consultative vote as a separate item on the agenda.</p> | <p>1. The directors are eligible to receive the remuneration stipulated in the Company's Articles of Association.</p> <p>2. Within the limits set out in the Company's Articles of Association, the Board of Directors shall endeavour to ensure that director remuneration is reasonably commensurate with the prominence of the Company, the financial situation thereof at any particular time, the market standards used at companies of a similar size or activity, and takes into account their dedication to the Company. The remuneration system established should be focused on promoting the long-term profitability and sustainability of the Company and include the safeguards required to avoid the excessive assumption of risk and unfavourable results.</p> <p>3. The Board of Directors shall also ensure that the amount of external directors' remuneration is such that it provides incentives to their dedication but does not compromise their independence.</p> <p>4. The Board of Directors will draw up an annual report on the remuneration of directors in the terms established by the applicable regulations.</p> <p>This report shall be made available to the shareholders on occasion of the call to the Annual General Meeting and shall be submitted to a consultative vote as a separate item on the agenda.</p> |
| <b>CHAPTER VII. DIRECTOR INFORMATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>CHAPTER VII. DIRECTOR INFORMATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Article 28. Powers of information and inspection</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Article 28. Powers of information and inspection</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 1. In the performance of his/her role, directors are granted the broadest powers to gather information on any aspect of the Company, to                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 1. In the performance of his/her role, directors are granted the broadest powers to gather information on any aspect of the Company, to                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| <p>examine its books, records, documents and other background information on corporate transactions, to inspect all its facilities and to communicate with senior management of the Company.</p> <p>2. The aforementioned faculties shall be channelled through the Secretary of the Board of Directors, who shall report to the Chair of the Board of Directors and the appropriate interlocutor within the Company.</p> <p>3. The Secretary shall notify directors of the confidential nature of the information requested and received and of their duty of confidentiality in accordance with the conditions set forth in these Regulations.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>examine its books, records, documents and other background information on corporate transactions, to inspect all its facilities and to communicate with senior management of the Company.</p> <p>2. The aforementioned faculties shall be channelled through the Secretary of the Board of Directors, who shall report to the Chair of the Board of Directors and the appropriate interlocutor within the Company.</p> <p>3. The Secretary shall notify directors of the confidential nature of the information requested and received and of their duty of confidentiality in accordance with the conditions set forth in these Regulations.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Article 29. Expert assistance</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Article 29. Expert assistance</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <p>1. In order to obtain assistance in exercising their functions, any director may request the commissioning of legal, accounting, technical, financial, commercial or other expert advisory services, chargeable to the Company.</p> <p>The advisory services commissioned must pertain to specific problems of a certain significance and complexity arising in the course of their role.</p> <p>2. The request to commission such services shall be channelled through the Secretary of the Board of Directors, who will put it forward for prior authorisation of the Board of Directors. Such requests may be denied when there are justified grounds, including the following:</p> <p>(i) It is not necessary for the thorough performance of the functions entrusted to the directors.</p> <p>(ii) The cost thereof is not deemed reasonable in light of the relevance of the issue and the Company's assets and revenues.</p> <p>(iii) The technical assistance being requested could be adequately provided by the Company's experts and technicians.</p> <p>(iv) It may pose a confidentiality risk for the information furnished to the expert.</p> | <p>1. In order to obtain assistance in exercising their functions, any director may request the commissioning of legal, accounting, technical, financial, commercial or other expert advisory services, chargeable to the Company.</p> <p>The advisory services commissioned must pertain to specific problems of a certain significance and complexity arising in the course of their role.</p> <p>2. The request to commission such services shall be channelled through the Secretary of the Board of Directors, who will put it forward for prior authorisation of the Board of Directors. Such requests may be denied when there are justified grounds, including the following:</p> <p>(i) It is not necessary for the thorough performance of the functions entrusted to the directors.</p> <p>(ii) The cost thereof is not deemed reasonable in light of the relevance of the issue and the Company's assets and revenues.</p> <p>(iii) The technical assistance being requested could be adequately provided by the Company's experts and technicians.</p> <p>(iv) It may pose a confidentiality risk for the information furnished to the expert.</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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| CHAPTER VIII. DIRECTOR DUTIES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | CHAPTER VIII. DIRECTOR DUTIES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Article 30. General obligations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Article 30. General obligations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p>1. Directors shall perform their functions with the diligence of a respectable businessperson and loyal representative, taking into consideration the nature of their position and the functions entrusted to them. They shall act at all times in good faith and in the interests of the company, striving to safeguard and protect the joint interests of the shareholders, to whom they owe their mandate and are accountable.</p> <p>2. Without prejudice to any other obligations under Law, directors are obligated, in particular, to:</p> <ul style="list-style-type: none"> <li>(i) Adequately prepare the meetings of the Board of Directors and those of the committees they sit on, diligently informing themselves of the Company's progress and the matters to be addressed at those meetings.</li> <li>(ii) Attend the meetings of the bodies and committees of which they are members and participate actively in the deliberations in a manner in which their criteria effectively contributes to decision making. In the event that they are unable, on justified grounds, to attend the sessions to which they have been called, they must instruct the director that will represent them accordingly.</li> <li>(iii) Contribute (to a greater extent, for independent directors) their vision, concepts, criteria and innovative measures for the optimum development and evolution of the Company's business.</li> <li>(iv) Perform their functions under the principle of personal responsibility with freedom of criteria or judgement and independence with respect to instructions and links to third parties.</li> <li>(v) Carry out any specific undertaking they are tasked with by the Board of Directors, its Chair or, if applicable, the CEO, which reasonably falls within their remit.</li> <li>(vi) Research and report to the Board of Directors on any irregularity they have</li> </ul> | <p>1. Directors shall perform their functions with the diligence of a respectable businessperson and loyal representative, taking into consideration the nature of their position and the functions entrusted to them. They shall act at all times in good faith and in the interests of the company, striving to safeguard and protect the joint interests of the shareholders, to whom they owe their mandate and are accountable.</p> <p>2. Without prejudice to any other obligations under Law, directors are obligated, in particular, to:</p> <ul style="list-style-type: none"> <li>(i) Adequately prepare the meetings of the Board of Directors and those of the committees they sit on, diligently informing themselves of the Company's progress and the matters to be addressed at those meetings.</li> <li>(ii) Attend the meetings of the bodies and committees of which they are members and participate actively in the deliberations in a manner in which their criteria effectively contributes to decision making. In the event that they are unable, on justified grounds, to attend the sessions to which they have been called, they must instruct the director that will represent them accordingly.</li> <li>(iii) Contribute (to a greater extent, for independent directors) their vision, concepts, criteria and innovative measures for the optimum development and evolution of the Company's business.</li> <li>(iv) Perform their functions under the principle of personal responsibility with freedom of criteria or judgement and independence with respect to instructions and links to third parties.</li> <li>(v) Carry out any specific undertaking they are tasked with by the Board of Directors, its Chair or, if applicable, the CEO, which reasonably falls within their remit.</li> <li>(vi) Research and report to the Board of Directors on any irregularity they have</li> </ul> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| <p>become aware of in the management of the Company and monitor any situation of risk.</p> <p>(vii) Propose to call an extraordinary session of the Board of Directors, or include new items on the agenda of the next scheduled session, in order for the Board to deliberate on any issues it deems necessary to address.</p> <p>(viii) Oppose any agreements that are against the Law, the Company's Articles of Association or corporate interests and request that their opposition be recorded in the minutes on these grounds when deemed necessary to safeguard corporate interests. Independent directors and other directors who are not affected by potential conflicts of interest should, in particular, clearly express their opposition when decisions are made that could be detrimental to the shareholders not represented on the Board of Directors.</p> <p>In the event that the Board of Directors takes material or reiterated decisions about which a director has expressed serious reservations, he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in their letter of resignation.</p> <p>The points made in this section are applicable to the Secretary of the Board, regardless of whether they hold the position of director or not.</p> <p>2. In all cases, directors must dedicate to their functions the time and efforts necessary to effectively perform their role and, consequently, directors must report to the Appointments Committee on their remaining professional obligations, in case they may interfere with the dedication demanded.</p> | <p>become aware of in the management of the Company and monitor any situation of risk.</p> <p>(vii) Propose to call an extraordinary session of the Board of Directors, or include new items on the agenda of the next scheduled session, in order for the Board to deliberate on any issues it deems necessary to address.</p> <p>(viii) Oppose any agreements that are against the Law, the Company's Articles of Association or corporate interests and request that their opposition be recorded in the minutes on these grounds when deemed necessary to safeguard corporate interests. Independent directors and other directors who are not affected by potential conflicts of interest should, in particular, clearly express their opposition when decisions are made that could be detrimental to the shareholders not represented on the Board of Directors.</p> <p>In the event that the Board of Directors takes material or reiterated decisions about which a director has expressed serious reservations, he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in their letter of resignation.</p> <p>The points made in this section are applicable to the Secretary of the Board, regardless of whether they hold the position of director or not.</p> <p>2. In all cases, directors must dedicate to their functions the time and efforts necessary to effectively perform their role and, consequently, directors must report to the Appointments Committee on their remaining professional obligations, in case they may interfere with the dedication demanded.</p> |
| <b>Article 31. Duty of confidentiality</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Article 31. Duty of confidentiality</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p>1. Directors will keep secret all deliberations and resolutions of the Board of Directors and the committees of which they are members and, in general, shall refrain from disclosing the details, data, reports or background information to which they have been granted access by virtue of their position, and from using these to their own benefit, that of the shareholder who may have proposed or effected their appointment, or any</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p>1. Directors will keep secret all deliberations and resolutions of the Board of Directors and the committees of which they are members and, in general, shall refrain from disclosing the details, data, reports or background information to which they have been granted access by virtue of their position, and from using these to their own benefit, that of the shareholder who may have proposed or effected their appointment, or any</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| <p>other third party, without prejudice to the obligations of transparency and reporting required by applicable legislation.</p> <p>2. The obligation regulated in the previous section shall not prevent the communication of confidential information to third parties in the exercising of functions specific to the director or a specific delegation conferred by the Board of Directors or by the corresponding committee, provided that the duty of discretion of the recipient is adequately guaranteed, under the responsibility of the director, in the terms established by Law.</p> <p>3. The director's confidentiality obligation shall remain even when he/she no longer holds the position of director.</p>                                                                                                                     | <p>other third party, without prejudice to the obligations of transparency and reporting required by applicable legislation.</p> <p>2. The obligation regulated in the previous section shall not prevent the communication of confidential information to third parties in the exercising of functions specific to the director or a specific delegation conferred by the Board of Directors or by the corresponding committee, provided that the duty of discretion of the recipient is adequately guaranteed, under the responsibility of the director, in the terms established by Law.</p> <p>3. The director's confidentiality obligation shall remain even when he/she no longer holds the position of director.</p>                                                                                                                     |
| <b>Article 32. Duty of non-competition</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Article 32. Duty of non-competition</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>1. Directors must abstain from performing activities, independently or as employees, that enter into an effective current competition with the Company or that, in any way, put them into permanent conflict with the Company's interests.</p> <p>2. The obligation not to compete with the Company can only be waived in the event that it cannot be expected to damage the Company in any way or that the foreseeable benefits offset any damages that may be expected. This waiver shall be granted by separate, express agreement of the General Meeting of Shareholders.</p> <p>3. In any event, at the request of any shareholder, the General Meeting of Shareholders shall issue a resolution on the termination of the director performing competing activities when the risk of damage for the Company has become significant.</p> | <p>1. Directors must abstain from performing activities, independently or as employees, that enter into an effective current competition with the Company or that, in any way, put them into permanent conflict with the Company's interests.</p> <p>2. The obligation not to compete with the Company can only be waived in the event that it cannot be expected to damage the Company in any way or that the foreseeable benefits offset any damages that may be expected. This waiver shall be granted by separate, express agreement of the General Meeting of Shareholders.</p> <p>3. In any event, at the request of any shareholder, the General Meeting of Shareholders shall issue a resolution on the termination of the director performing competing activities when the risk of damage for the Company has become significant.</p> |
| <b>Article 33. Conflicts of interest</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Article 33. Conflicts of interest</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p>1. A conflict of interest will be deemed to exist in situations in which the interests of the company or its group companies and the director's personal interests come into direct or indirect conflict. The director will have a personal interest when the matter affects the director or a related person or, in the case of a proprietary director, the shareholder(s) that proposed or appointed the director or persons related directly or indirectly thereto.</p>                                                                                                                                                                                                                                                                                                                                                                   | <p>1. A conflict of interest will be deemed to exist in situations in which the interests of the company or its group companies and the director's personal interests come into direct or indirect conflict. The director will have a personal interest when the matter affects the director or a related person or, in the case of a proprietary director, the shareholder(s) that proposed or appointed the director or persons related directly or indirectly thereto.</p>                                                                                                                                                                                                                                                                                                                                                                   |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>2. For the purposes of these Regulations, these are understood to be:</p> <p>(i) Persons related to an individual director:</p> <ul style="list-style-type: none"> <li>a) The spouse or equivalent partner thereof.</li> <li>b) The ascendants, descendants and siblings of the director or their spouse (or equivalent partner).</li> <li>c) The spouses of the ascendants, descendants and siblings of the director.</li> <li>d) The companies or entities in which the director or any of the persons related thereto, personally or through an intermediary, is in any of the situations listed in article 42 of the Spanish Code of Commerce.</li> <li>e) The companies or entities in which the director or any of the persons related thereto, personally or through an intermediary, holds an administrative or management post or post for which they receive emoluments for any reason.</li> <li>f) In the case of proprietary directors, additionally, the shareholders at whose proposal they were appointed.</li> </ul> <p>(ii) Persons related to a legal entity director:</p> <ul style="list-style-type: none"> <li>a) Shareholders who are, with respect to the legal entity director, in any of the situations set forth in article 42 of the Spanish Code of Commerce.</li> <li>b) Companies forming part of the same group, as this term is defined in article 42 of the Spanish Code of Commerce, or their shareholders.</li> <li>c) The private individual representing the directors, in law or in fact, the liquidators and the proxies holding the general authorisation of the legal entity director.</li> <li>d) The persons considered to be related to the representative of the legal entity</li> </ul> | <p>2. For the purposes of these Regulations, these are understood to be:</p> <p>(i) Persons related to an individual director:</p> <ul style="list-style-type: none"> <li>a) The spouse or equivalent partner thereof.</li> <li>b) The ascendants, descendants and siblings of the director or their spouse (or equivalent partner).</li> <li>c) The spouses of the ascendants, descendants and siblings of the director.</li> <li>d) The companies or entities in which the director or any of the persons related thereto, personally or through an intermediary, is in any of the situations listed in article 42 of the Spanish Code of Commerce.</li> <li>e) The companies or entities in which the director or any of the persons related thereto, personally or through an intermediary, holds an administrative or management post or post for which they receive emoluments for any reason.</li> <li>f) In the case of proprietary directors, additionally, the shareholders at whose proposal they were appointed.</li> </ul> <p>(ii) Persons related to a legal entity director:</p> <ul style="list-style-type: none"> <li>a) Shareholders who are, with respect to the legal entity director, in any of the situations set forth in article 42 of the Spanish Code of Commerce.</li> <li>b) Companies forming part of the same group, as this term is defined in article 42 of the Spanish Code of Commerce, or their shareholders.</li> <li>c) The private individual representing the directors, in law or in fact, the liquidators and the proxies holding the general authorisation of the legal entity director.</li> <li>d) The persons considered to be related to the representative of the legal entity</li> </ul> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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| <p>director in accordance with the stipulations of section 2. (i) of this article in relation to individual directors.</p> <p>3. Without prejudice to the other provisions of these Regulations, situations of conflict of interest are governed by the following rules:</p> <p>(i) Notification: the director must notify the Board of Directors, through the Chair or Secretary of the Board, of any conflict of interest applicable to the director.</p> <p>(ii) Abstention: the director must leave the meeting during deliberation and voting on matters in which he/she has a conflict of interest. The director in question must be discounted from the number of members in attendance for the purposes of the quorum and majorities.</p> <p>(iii) Transparency: the company will inform the shareholders of any conflict of interest affecting the directors during the year in question of which it becomes aware through the director's notification or by any other means.</p> <p>4. Notwithstanding the above, in cases in which the conflict of interest is or may reasonably appear to be such that there is a structural and permanent conflict between the director and the company or its group companies, the director will be deemed unsuitable, or to have become unsuitable, to hold office for the purposes set forth in these Regulations.</p> | <p>director in accordance with the stipulations of section 2. (i) of this article in relation to individual directors.</p> <p>3. Without prejudice to the other provisions of these Regulations, situations of conflict of interest are governed by the following rules:</p> <p>(i) Notification: the director must notify the Board of Directors, through the Chair or Secretary of the Board, of any conflict of interest applicable to the director.</p> <p>(ii) Abstention: the director must leave the meeting during deliberation and voting on matters in which he/she has a conflict of interest. The director in question must be discounted from the number of members in attendance for the purposes of the quorum and majorities.</p> <p>(iii) Transparency: the company will inform the shareholders of any conflict of interest affecting the directors during the year in question of which it becomes aware through the director's notification or by any other means.</p> <p>4. Notwithstanding the above, in cases in which the conflict of interest is or may reasonably appear to be such that there is a structural and permanent conflict between the director and the company or its group companies, the director will be deemed unsuitable, or to have become unsuitable, to hold office for the purposes set forth in these Regulations.</p> |
| <b>Article 34. Use of company assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Article 34. Use of company assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p>1. Directors may not make use of the company's assets, including confidential information, nor take advantage of their position to obtain a financial benefit unless they have paid suitable consideration for a standardised service.</p> <p>2. The director's obligation to pay the consideration may be exempted in exceptional cases, but in this case the economic advantage shall be treated as indirect compensation and must be authorised by the Board of Directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>1. Directors may not make use of the company's assets, including confidential information, nor take advantage of their position to obtain a financial benefit unless they have paid suitable consideration for a standardised service.</p> <p>2. The director's obligation to pay the consideration may be exempted in exceptional cases, but in this case the economic advantage shall be treated as indirect compensation and must be authorised by the Board of Directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| <b>Article 35. Non-public information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Article 35. Non-public information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Directors shall observe the standards of conduct established in the securities market regulations and, in particular, those set forth in the Company's Internal Code of Conduct on Securities Markets in relation to the treatment of privileged and relevant information.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Directors shall observe the standards of conduct established in the securities market regulations and, in particular, those set forth in the Company's Internal Code of Conduct on Securities Markets in relation to the treatment of privileged and relevant information.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Article 36. Business opportunities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Article 36. Business opportunities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <ol style="list-style-type: none"> <li>1. Directors may not take advantage, for their own benefit or that of any related party, of any Company business opportunity, unless the investment or transaction had been previously offered to the Company and the Company opted out without influence of the director and provided the Board of Directors approves the director going ahead with the operation, subject to a report from the Appointments Committee.</li> <li>2. For these purposes, a business opportunity is understood to be any possibility of carrying out an investment or commercial transaction that has arisen or been revealed during the course of the director's tasks, or by use of Company resources and information, or under circumstances in which it can be reasonably assumed that the third-party offering was actually intended for the Company.</li> <li>3. Moreover, directors must refrain from using the Company name and referring to their position as director of the Company in order to carry out transactions on their own behalf or on behalf of related parties.</li> </ol> | <ol style="list-style-type: none"> <li>1. Directors may not take advantage, for their own benefit or that of any related party, of any Company business opportunity, unless the investment or transaction had been previously offered to the Company and the Company opted out without influence of the director and provided the Board of Directors approves the director going ahead with the operation, subject to a report from the Appointments Committee.</li> <li>2. For these purposes, a business opportunity is understood to be any possibility of carrying out an investment or commercial transaction that has arisen or been revealed during the course of the director's tasks, or by use of Company resources and information, or under circumstances in which it can be reasonably assumed that the third-party offering was actually intended for the Company.</li> <li>3. Moreover, directors must refrain from using the Company name and referring to their position as director of the Company in order to carry out transactions on their own behalf or on behalf of related parties.</li> </ol> |
| <b>Article 37. Indirect transactions</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>Article 37. Indirect transactions</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Directors shall be in breach of their duty of loyalty to the Company if they knowingly allow or withhold knowledge of transactions carried out by related parties that have not been subjected to the conditions and controls laid out in the previous articles.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Directors shall be in breach of their duty of loyalty to the Company if they knowingly allow or withhold knowledge of transactions carried out by related parties that have not been subjected to the conditions and controls laid out in the previous articles.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Article 38. Company transactions with directors and shareholders</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>Article 38. Company transactions with directors and shareholders</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <ol style="list-style-type: none"> <li>1. Any transaction performed by the Company or its group companies with the directors, with shareholders owning an interest that is equal to or above the interest regarded as significant under securities market legislation applicable at any given time, or that have proposed the</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <ol style="list-style-type: none"> <li>1. Any transaction performed by the Company or its group companies with the directors, with shareholders owning an interest that is equal to or above the interest regarded as significant under securities market legislation applicable at any given time, or that have proposed the</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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| <p>appointment of any of the Company's directors, or with the respective related persons, will be submitted to the Board of Directors for authorisation, once the Audit and Control Committee has issued a favourable report.</p> <p>2. The Board of Directors and the Audit and Control Committee must ensure that transactions carried out between the company or group companies and the Directors, the shareholders referred to in the previous section or respective related persons are carried out under market conditions and respecting the principle of equal treatment of shareholders who are in an identical situation.</p> <p>3. In the case of transactions carried out during the normal course of business which are habitual or recurring, it will be sufficient to obtain a general prior authorisation for the line of transactions and their conditions of execution from the Board of Directors, subject to a favourable report from the Audit and Control Committee.</p> <p>4. However, the Board of Directors' authorisation will not be deemed necessary in relation to transactions that meet the following three conditions simultaneously: (i) they are carried out under contracts with standardised conditions and are applied to a large number of customers across the board; (ii) they are conducted at prices or rates established on a generalised basis by the party acting as supplier of the goods or services in question; and (iii) they do not amount to more than one percent (1%) of the Company's annual revenue, based on the audited annual accounts of the last year end prior to the transaction date.</p> <p>5. The authorisation must be submitted for approval by the General Meeting when it refers to a transaction with a director valued at over ten percent (10%) of the company's assets.</p> <p>6. The Company shall report transactions referred to in this article in the cases and with the scope defined by Law. Similarly, the Company shall include in the notes to the annual accounts information on the transactions carried out by the Company or the Group companies with the directors and their representatives when they are unrelated to the Company's ordinary trading or are not performed under normal market conditions.</p> | <p>appointment of any of the Company's directors, or with the respective related persons, will be submitted to the Board of Directors for authorisation, once the Audit and Control Committee has issued a favourable report.</p> <p>2. The Board of Directors and the Audit and Control Committee must ensure that transactions carried out between the company or group companies and the Directors, the shareholders referred to in the previous section or respective related persons are carried out under market conditions and respecting the principle of equal treatment of shareholders who are in an identical situation.</p> <p>3. In the case of transactions carried out during the normal course of business which are habitual or recurring, it will be sufficient to obtain a general prior authorisation for the line of transactions and their conditions of execution from the Board of Directors, subject to a favourable report from the Audit and Control Committee.</p> <p>4. However, the Board of Directors' authorisation will not be deemed necessary in relation to transactions that meet the following three conditions simultaneously: (i) they are carried out under contracts with standardised conditions and are applied to a large number of customers across the board; (ii) they are conducted at prices or rates established on a generalised basis by the party acting as supplier of the goods or services in question; and (iii) they do not amount to more than one percent (1%) of the Company's annual revenue, based on the audited annual accounts of the last year end prior to the transaction date.</p> <p>5. The authorisation must be submitted for approval by the General Meeting when it refers to a transaction with a director valued at over ten percent (10%) of the company's assets.</p> <p>6. The Company shall report transactions referred to in this article in the cases and with the scope defined by Law. Similarly, the Company shall include in the notes to the annual accounts information on the transactions carried out by the Company or the Group companies with the directors and their representatives when they are unrelated to the Company's ordinary trading or are not performed under normal market conditions.</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| Article 39. Reporting duties                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Article 39. Reporting duties                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p>1. Directors must inform the Company of any shares it holds therein directly or indirectly through related parties, in accordance with the Company's Internal Code of Conduct on Securities Markets.</p> <p>2. Directors must notify the Company of any investment or interest held (through agreements or instruments of any kind, such as certificates of deposit, derivatives, etc.) in the share capital of any company with the same, similar or ancillary activity to that of the Company, and the positions or functions they hold or carry out therein. Similarly, if directors perform, privately or on behalf of other parties, any type of activity ancillary to that of the Company's registered purpose, this must be notified to the Company.</p> <p>Directors must also notify the Company of:</p> <ul style="list-style-type: none"> <li>a) Any posts they hold and the activity they carry out in other companies or entities, as well as any other professional obligations. In particular, before accepting any position as director or a management post in another company or entity (with the exception of positions the director is called to undertake in Group companies or other companies in which they represent Group interests), the director must inform the Appointments Committee.</li> <li>b) Any significant change in their professional situation affecting the nature or condition by virtue of which they were appointed director.</li> <li>c) Any legal, administrative or other proceedings instigated against them that could have a serious adverse impact on the Company's reputation in view of their significance or characteristics. In particular, all directors must inform the Company, by contacting the Chair, in the event that they are prosecuted, or legal proceedings are filed against them for any of the offences listed in article 213 of the Spanish Companies Act. In this case, the Board of Directors will examine the case as soon as possible and based on the specific circumstances, will determine whether or</li> </ul> | <p>1. Directors must inform the Company of any shares it holds therein directly or indirectly through related parties, in accordance with the Company's Internal Code of Conduct on Securities Markets.</p> <p>2. Directors must notify the Company of any investment or interest held (through agreements or instruments of any kind, such as certificates of deposit, derivatives, etc.) in the share capital of any company with the same, similar or ancillary activity to that of the Company, and the positions or functions they hold or carry out therein. Similarly, if directors perform, privately or on behalf of other parties, any type of activity ancillary to that of the Company's registered purpose, this must be notified to the Company.</p> <p>Directors must also notify the Company of:</p> <ul style="list-style-type: none"> <li>a) Any posts they hold and the activity they carry out in other companies or entities, as well as any other professional obligations. In particular, before accepting any position as director or a management post in another company or entity (with the exception of positions the director is called to undertake in Group companies or other companies in which they represent Group interests), the director must inform the Appointments Committee.</li> <li>b) Any significant change in their professional situation affecting the nature or condition by virtue of which they were appointed director.</li> <li>c) Any legal, administrative or other proceedings instigated against them that could have a serious adverse impact on the Company's reputation in view of their significance or characteristics. In particular, all directors must inform <b>the Board of Directors of any criminal case in which they are being investigated, as well as any subsequent prosecutions</b> <del>the Company, by contacting the Chair, in the event that they are prosecuted or legal proceedings are filed against them for any of the offences listed in article 213 of the Spanish Companies Act.</del> In this case, the Board of Directors, <b>having been informed or become aware of the</b></li> </ul> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                       | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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| not the director should remain in their post.                                                                                                                                                                                                                                                                                                                                          | <b>case</b> , will examine <b>it</b> as soon as possible and, based on the specific circumstances, <b>after obtaining a report from the Appointments Committee</b> , will decide <del>whether or not the director should remain in his/her post,</del> <b>whether or not to take any steps, such as initiating an internal investigation, requesting the director's resignation or proposing the removal of the director.</b> Information will also be included in the Annual Corporate Governance Report, unless there are special circumstances justifying non-disclosure, which must be set forth in the minutes, all without affecting the information that the company must disclose, if appropriate, when the relevant measures are implemented. |
| d) In general, any event or situation that could be deemed relevant to their performance as director of the Company.                                                                                                                                                                                                                                                                   | d) In general, any event or situation that could be deemed relevant to their performance as director of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 3. Directors must provide the Company with an email address in order that the meetings of the Board of Directors may be called via this channel if deemed appropriate and the corresponding information may be forwarded, if applicable.                                                                                                                                               | 3. Directors must provide the Company with an email address in order that the meetings of the Board of Directors may be called via this channel if deemed appropriate and the corresponding information may be forwarded, if applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Article 40. Extension of obligations</b>                                                                                                                                                                                                                                                                                                                                            | <b>Article 40. Extension of obligations</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| The obligations referred to in this section of the Regulations regarding relations with Company directors shall also be understood to apply with respect to their possible relations with Group companies.                                                                                                                                                                             | The obligations referred to in this section of the Regulations regarding relations with Company directors shall also be understood to apply with respect to their possible relations with Group companies.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Similarly, the obligations referred to in this section of the Regulations shall be required of the individuals representing the legal entity directors.                                                                                                                                                                                                                                | Similarly, the obligations referred to in this section of the Regulations shall be required of the individuals representing the legal entity directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>CHAPTER IX. REPORTING POLICY AND BOARD RELATIONS</b>                                                                                                                                                                                                                                                                                                                                | <b>CHAPTER IX. REPORTING POLICY AND BOARD RELATIONS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Article 41. Website</b>                                                                                                                                                                                                                                                                                                                                                             | <b>Article 41. Website</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 1. The Company will maintain the corporate website to address the shareholders' right to information and to disseminate relevant information required by securities market legislation, which will include the documents and information set forth in the applicable regulations, including information and documentation pertaining to the announcement of Annual General Meetings of | 1. The Company will maintain the corporate website to address the shareholders' right to information and to disseminate relevant information required by securities market legislation, which will include the documents and information set forth in the applicable regulations, including information and documentation pertaining to the announcement of Annual General Meetings of                                                                                                                                                                                                                                                                                                                                                                 |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| <p>Shareholders and any other documentation and information the Board of Directors considers appropriate to disclose to shareholders via this platform.</p> <p>2. The Board of Directors must make available the information to be posted on the Company's corporate website in accordance with the obligations required by the applicable standards and is responsible for keeping these updated in the terms set forth by prevailing legislation.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>Shareholders and any other documentation and information the Board of Directors considers appropriate to disclose to shareholders via this platform.</p> <p>2. The Board of Directors must make available the information to be posted on the Company's corporate website in accordance with the obligations required by the applicable standards and is responsible for keeping these updated in the terms set forth by prevailing legislation.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Article 42. Relations with shareholders                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Article 42. Relations with shareholders                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p>1. The Company will define and promote a policy of communication and contacts with the shareholders, institutional investors and voting advisors that is fully compliant with the rules against market abuse and provides similar treatment to shareholders who are in the same position.</p> <p>The Company will make this policy public via its website, including information on how it has been implemented and identifying the contact persons responsible.</p> <p>2. The Board of Directors shall arrange the appropriate channels to hear any proposals made by shareholders in relation to the Company's management.</p> <p>3. By means of any of its directors and in collaboration with the members of senior management deemed suitable, the Board may organise briefings about the progress of the Company and its group for shareholders resident in the most important financial centres in Spain and abroad.</p> <p>4. The Board of Directors will also establish suitable means of regularly exchanging information with the Company's institutional investors. Under no circumstances will relations between the Board of Directors and the institutional shareholders entail the disclosure of any information thereto that could place these investors in a situation of privilege or advantage with respect to the other shareholders.</p> <p>5. The Directors shall be regularly informed of any movements among shareholders and the opinion of significant shareholders, investors and rating agencies about the Company and the group.</p> | <p>1. The Company will define and promote a policy of communication and contacts with the shareholders, institutional investors and voting advisors that is fully compliant with the rules against market abuse and provides similar treatment to shareholders who are in the same position.</p> <p>The Company will make this policy public via its website, including information on how it has been implemented and identifying the contact persons responsible.</p> <p>2. The Board of Directors shall arrange the appropriate channels to hear any proposals made by shareholders in relation to the Company's management.</p> <p>3. By means of any of its directors and in collaboration with the members of senior management deemed suitable, the Board may organise briefings about the progress of the Company and its group for shareholders resident in the most important financial centres in Spain and abroad.</p> <p>4. The Board of Directors will also establish suitable means of regularly exchanging information with the Company's institutional investors. Under no circumstances will relations between the Board of Directors and the institutional shareholders entail the disclosure of any information thereto that could place these investors in a situation of privilege or advantage with respect to the other shareholders.</p> <p>5. The Directors shall be regularly informed of any movements among shareholders and the opinion of significant shareholders, investors and rating agencies about the Company and the group.</p> |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| <p>6. Public requests for delegation of votes by the Board of Directors or any of its members should confirm whether the representative will vote for or against a motion in the event that the shareholder does not give instructions.</p> <p>7. The Board will encourage the informed participation of shareholders at general meetings and will adopt as many measures as necessary to ensure that the General Meeting of Shareholders effectively exercises its powers, as set out in the legislation and the Company's articles of association.</p> <p>The Board of Directors will specifically adopt the measures below:</p> <ul style="list-style-type: none"> <li>(i) Prior to the General Meeting of Shareholders, the Board of Directors will strive to make available all the information required by current regulations and all information that is not obligatory, but which might be of interest and can be reasonably provided.</li> <li>(ii) The Board will address, with the utmost diligence, any information requests made by shareholders prior to the General Meeting of Shareholders.</li> <li>(iii) The Board will address, with equal diligence, the questions posed by shareholders during the course of the General Meeting of Shareholders.</li> </ul> | <p>6. Public requests for delegation of votes by the Board of Directors or any of its members should confirm whether the representative will vote for or against a motion in the event that the shareholder does not give instructions.</p> <p>7. The Board will encourage the informed participation of shareholders at general meetings and will adopt as many measures as necessary to ensure that the General Meeting of Shareholders effectively exercises its powers, as set out in the legislation and the Company's articles of association.</p> <p>The Board of Directors will specifically adopt the measures below:</p> <ul style="list-style-type: none"> <li>(i) Prior to the General Meeting of Shareholders, the Board of Directors will strive to make available all the information required by current regulations and all information that is not obligatory, but which might be of interest and can be reasonably provided.</li> <li>(ii) The Board will address, with the utmost diligence, any information requests made by shareholders prior to the General Meeting of Shareholders.</li> <li>(iii) The Board will address, with equal diligence, the questions posed by shareholders during the course of the General Meeting of Shareholders.</li> </ul> |
| <b>Article 43. Relations with the auditors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Article 43. Relations with the auditors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p>1. The Audit and Control Committee is responsible for proposing to the Board for submission to the General Meeting the appointment (stating the contractual terms and scope of professional mandate), renewal and revocation of the auditor of the company's annual accounts, as well as for overseeing compliance with the auditing services agreement.</p> <p>2. The Audit and Control Committee will refrain from proposing to the Board of Directors, which will in turn refrain from submitting to the General Meeting of Shareholders, the appointment as the company's auditor of any audit firm that shows any incompatibility under audit legislation, as well as firms in respect of which the fees payable by the company for all</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>1. The Audit and Control Committee is responsible for proposing to the Board for submission to the General Meeting the appointment (stating the contractual terms and scope of professional mandate), renewal and revocation of the auditor of the company's annual accounts, as well as for overseeing compliance with the auditing services agreement.</p> <p>2. The Audit and Control Committee will refrain from proposing to the Board of Directors, which will in turn refrain from submitting to the General Meeting of Shareholders, the appointment as the company's auditor of any audit firm that shows any incompatibility under audit legislation, as well as firms in respect of which the fees payable by the company for all</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <p>items are above five percent (5%) of total revenue for the previous year.</p> <p>3. The Board of Directors will strive to draw up the final annual accounts in a manner that does not give rise to reservations or qualifications by the auditor. In exceptional cases in which these exist, both the Chair of the Audit and Control Committee and the external auditors shall clearly explain to the shareholders the contents of such reservations or qualifications. Notwithstanding, when the Board considers that it should maintain its criteria, it will publicly explain the contents and scope of the discrepancy.</p> | <p>items are above five percent (5%) of total revenue for the previous year.</p> <p>3. The Board of Directors will strive to draw up the final annual accounts in <del>a manner that does not give rise to reservations or qualifications by the auditor</del> <b>accordance with accounting regulations</b>. In exceptional cases in which <b>the auditor has included a qualification in the audit report</b>, the Chair of the Audit and Control Committee should clearly explain <b>to the General Meeting of Shareholders the Audit and Control Committee's opinion on its content and scope, providing shareholders, at the time the General Meeting is announced, with a summary of that opinion, together with the Board of Director's other proposals and reports.</b> <del>to the shareholders the contents of such reservations or qualifications. Notwithstanding, when the Board considers that it should maintain its criteria, it will publicly explain the contents and scope of the discrepancy.</del></p> |
| <b>Article 44. Relations with the Company's senior management</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>Article 44. Relations with the Company's senior management</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Relations between the Board of Directors and the Company's senior management, as set forth in these Regulations, must be channelled through the Chair of the Board of Directors or the chief executive (as defined in article 2 herein), if any, and, in the absence of these, the Secretary of the Board of Directors.                                                                                                                                                                                                                                                                                                            | Relations between the Board of Directors and the Company's senior management, as set forth in these Regulations, must be channelled through the Chair of the Board of Directors or the chief executive (as defined in article 2 herein), if any, and, in the absence of these, the Secretary of the Board of Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>CHAPTER X. COMPLIANCE, DISSEMINATION AND INTERPRETATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>CHAPTER X. COMPLIANCE, DISSEMINATION AND INTERPRETATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Article 45. Compliance and dissemination</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Article 45. Compliance and dissemination</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>1. The members of the Company's Board of Directors and senior management, to the extent that pertains to them, are required to ascertain, comply with and enforce these Regulations.</p> <p>2. The Secretary of the Board of Directors will furnish a copy of these Regulations to all of the above upon acceptance of their respective appointments or recruitment, whichever applies, and each party must provide the Secretary with a signed statement declaring they are aware of and accept the contents of these Regulations,</p>                                                                                         | <p>1. The members of the Company's Board of Directors and senior management, to the extent that pertains to them, are required to ascertain, comply with and enforce these Regulations.</p> <p>2. The Secretary of the Board of Directors will furnish a copy of these Regulations to all of the above upon acceptance of their respective appointments or recruitment, whichever applies, and each party must provide the Secretary with a signed statement declaring they are aware of and accept the contents of these Regulations,</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |



| PREVIOUS WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | CURRENT WORDING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
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| <p>undertaking to meet any obligations required of them by virtue thereof.</p> <p>3. Without prejudice to compliance with the obligations established by the regulations applicable at any time, the Company's Board of Directors shall take the necessary measures for the Regulations to be suitably circulated among the shareholders and the investing public in general.</p>                                                                                                                                                                                                                                          | <p>undertaking to meet any obligations required of them by virtue thereof.</p> <p>3. Without prejudice to compliance with the obligations established by the regulations applicable at any time, the Company's Board of Directors shall take the necessary measures for the Regulations to be suitably circulated among the shareholders and the investing public in general.</p>                                                                                                                                                                                                                                          |
| <b>Article 46. Interpretation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>Article 46. Interpretation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p>1. These Regulations shall be interpreted in accordance with the applicable provisions of the Law and the Articles of Association and with the good corporate governance recommendations of listed companies approved or issued by the Spanish authorities and those prevailing in the neighbouring countries, or by the special commissions or work groups established under the mandate of these authorities.</p> <p>2. Any doubt or discrepancy in relation to the interpretation of these Regulations shall be resolved by majority at the Meeting of the Board of Directors and, in its absence, by the Chair.</p> | <p>1. These Regulations shall be interpreted in accordance with the applicable provisions of the Law and the Articles of Association and with the good corporate governance recommendations of listed companies approved or issued by the Spanish authorities and those prevailing in the neighbouring countries, or by the special commissions or work groups established under the mandate of these authorities.</p> <p>2. Any doubt or discrepancy in relation to the interpretation of these Regulations shall be resolved by majority at the Meeting of the Board of Directors and, in its absence, by the Chair.</p> |
| <b>Article 47. Calculation of deadlines</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>Article 47. Calculation of deadlines</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| For the purposes of these Regulations, all days in the calendar year, excluding Saturdays, Sundays and any bank holidays applicable in the city of Bilbao, shall be deemed working days.                                                                                                                                                                                                                                                                                                                                                                                                                                   | For the purposes of these Regulations, all days in the calendar year, excluding Saturdays, Sundays and any bank holidays applicable in the city of Bilbao, shall be deemed working days.                                                                                                                                                                                                                                                                                                                                                                                                                                   |

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This report is issued by unanimous agreement of the members of the Board of Directors of Euskaltel, S.A. on 28 April 2021.