

Agenda

One.- Approval to change the Company's share representation system.

Two.- Amendment to the articles of association.

- 2.1. Amendment, elimination and relocation of the following articles of the Articles of Association for the purposes of: (i) adapting their provisions to the new non-listed Company status, (ii) including certain amendments announced in the Company's Tender Offer Booklet for the purchase and delisting of ordinary shares (DTO) and, within the framework of that amendment, (iii) including technical improvements:
- a) Amendment to Articles: 1 (*Company name and applicable laws*), 6 (*Representation of shares*), 8 (*Membership*), 17 (*The General Meeting of Shareholders*), 18 (*Powers of the General Meeting of Shareholders*), 20 (*Notice of General Meeting of Shareholders*), 21 (*Shareholders' right to information*), 23 (*Right to attend*), 24 (*Right to proxy*), 25 (*Venue and timing of meetings*), 28 (*Attendance list*), 29 (*Proceedings and voting*), 31 (*Passing of resolutions*), 33 (*Structure and rules for managing the Company*), 34 (*Powers of the Board of Directors*), 37 (*Designation of offices*) and 46 (*General duties of directors*).
 - b) Elimination of Articles: 9 (*Shareholders' Agreements*), 41 (*Committees of the Board of Directors*), 42 (*Executive Committee*), 43 (*Audit Committee*), 44 (*Nomination and Remuneration Committee*), 45 (*Corporate Governance Committee*), 49 (*Corporate Governance Survey and Annual Report on Directors' Remuneration*) and 53 (*Specialised Audits*).
 - c) Amendment and relocation of Article 50 (*Corporate website*).
- 2.2. Amendment to Articles 4 (*Registered office and branches*) and 57 (*Liquidation of the Company*) for the purposes of including technical improvements following the latest amendments to the Companies Act.
- 2.3. Amendment and elimination of the following articles of the Articles of Association for the purposes of simplifying the provisions, inter alia, to eliminate contents already provided for in the laws in force as announced in the Company's Tender Offer Booklet for the purchase and delisting of ordinary shares (DTO):
- a) Elimination of Articles: 10 (*Capital Increase*), 11 (*Authorised Share Capital*), 12 (*Right to preferential subscription and exclusion thereof*), 13 (*Share Capital Reduction*), 14 (*Issue of Debentures*), 15 (*Convertible*

and/or exchangeable debentures), 16 (Other Securities), 26 (Shareholder Services Office) and 52 (Auditors).

- b) Amendment to Article 30 (*Distance voting*) and 51 (*Financial year and preparation of the annual accounts*)
- 2.4. Amendment to Article 36 (*Composition of the Board of Directors*) for the purposes, inter alia, of reducing the minimum number of directors, from five (5) at present to three (3) directors, and eliminating the reference to the different applicable categories of directors.
- 2.5. Amendment to Article 38 (*Meetings of the Board of Directors*) for the purposes of including the possibility of holding meetings of the Board of Directors virtually.
- 2.6. Amendment to Article 39 (*Quorum and majority for the passing of resolutions*) for the purposes, inter alia, of eliminating the references to the different categories of directors and the list of matters requiring a special majority of 2/3 of the Board of Directors.
- 2.7. Amendment to Article 47 (*Term of office and filling of vacancies*) for the purposes of extending the term of directorships from the current term of three (3) years to five (5) years.
- 2.8. Amendment to Article 48 (*Directors' remuneration*) for the purposes of providing that directors will hold office free of charge other than in the case of directors with executive duties.
- 2.9. Amendment to Article 54 (*Approval of accounts and appropriation of the profit or loss*) for the purposes of simplifying the provisions regarding dividends.
- 2.10. Granting the Board of Directors, including any of its members and the non-director Deputy Secretary, the broadest powers to renumber the full wording of the Articles of Association following the elimination of given articles.

Three.- Adoption of the following resolutions regarding the appointment of members of the Board of Directors:

- 3.1. Appointment, as the case may be, of Mr Francisco Javier García Ruiz de Morales as director.
- 3.2. Appointment, as the case may be, of Mr Ángel Méndez Molina as director.
- 3.3. Appointment, as the case may be, of Mr José David Rodríguez Soto as director.
- 3.4. Appointment, as the case may be, of Mr Víctor Ramón García Valdéz as director.

Four.- Repeal of the Regulations of the General Meeting of Shareholders of the Company.

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version shall prevail.

Five.- Grant of powers to perfect, remedy, register and carry out the resolutions adopted by the Extraordinary General Meeting, specifying, as the case may be, the terms ancillary thereto, and to do such things as may be required or expedient to carry the same out.