

ENCE ENERGÍA Y CELULOSA, S.A. (the “**Company**”), pursuant to article 228 of the Securities Market Act, proceeds under this letter to communicate the following:

RELEVANT EVENT

The Ordinary Annual Shareholders’ Meeting of the Company held on first call at 12:30 of today’s date, has approved all the resolutions of the agenda, in the terms specified in Appendix I to this document.

Additionally, the Board of Directors of the Company, in today’s session, has approved the agreements as specified in Appendix II to this document.

The Board’s and its commissions’ structure and positions distribution after the above mentioned Ordinary Annual Shareholders’ Meeting’ and Board of Directors’ agreements are the one specified in Appendix III to this document.

In Madrid, on 22 March 2018.

APPENDIX I

AGREEMENTS OF THE ORDINARY ANNUAL SHAREHOLDERS' MEETING HELD ON 22 MARCH 2018

Agreement on the First point of the Agenda:

Approve the individual and consolidated annual accounts of ENCE ENERGÍA Y CELULOSA, S.A. and its subsidiaries and the respective management reports for the fiscal year ending on December 31, 2017, as prepared by the Board of Directors of the Company in its meeting on February 20, 2018.

Agreement on the Second point of the Agenda:

Approve the application of the profits for the fiscal year ending 31 December 2017, for the amount of €69,813,465, as follows:

Application base:

Profits from the fiscal year: €69,813,465

Application:

To unrestricted reserves: €2,694,656.91

To dividend payout:

- Interim dividend (paid in August 2017) €14,935,028.60
- Interim dividend (paid in December 2017) €14,687,857.26
- Supplementary dividend: A complementary dividend at a rate of 0.066 euros gross per share of ENCE ENERGÍA Y CELULOSA, S.A. with the right to receive it and which is in circulation on the date on which the corresponding payment is made (maximum total amount: € 16,253,985).

The supplementary dividend will be paid in cash on 12 April 2018. Parties appearing as shareholders of ENCE ENERGÍA Y CELULOSA, S.A. at the close of trading on 9 April 2018 in the accounting records of the member companies of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) will be eligible to receive the dividend. Any legally required withholdings will be applied to the gross amounts.

Offsetting accumulated losses: €21,241,937.23

Agreement on the Third point of the Agenda:

Approve the corporate management and the action taken by the Board of Directors of the Company during the fiscal year ending December 31, 2017.

Agreement on the Fourth point of the Agenda:

- A)** To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Mr. Juan Luis Arregui Ciarsolo, in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution.
- B)** To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Mr. Javier Echenique Landiribar, in the capacity of External Director for the statutory period of three years from the approval of this resolution.
- C)** To re-elect, at the behest of the Nomination and Remuneration Committee, as a member of the Company's Board of Directors, Mr. José Carlos del Álamo Jiménez, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.
- D)** To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Retos Operativos XXI, S.L., in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution, and to record the re-appointment of Mr. Óscar Arregui Abendivar as natural person of said Director.
- E)** To ratify, at the behest of the Board of Directors, the nomination of Turina 2000, S.L., appointed as Proprietary Director by co-option in the meeting of the Board of Directors of 20 December 2017, and to nominate it as proprietary shareholder for the statutory period of three years from the approval of this resolution. Furthermore, to record the appointment of Mr. Javier Arregui Abendivar as the natural person representing that Director.
- F)** To nominate, at the behest of the Board of Directors, as a member of the Company's Board of Directors, La Fuente Salada, S.L., in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution, and to record the re-appointment of Mr. José Ignacio Comenge Sánchez-Real as the natural person representing that Director.
- G)** To nominate, at the behest of the Nomination and Remuneration Committee, as a member of the Company's Board of Directors, Mrs. Rosa María García Piñeiro, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.

As a result of the appointments and re-elections foreseen in this agreement, the number of directors is fixed at fourteen members.

Agreement on the Fifth point of the Agenda:

Re-election of PricewaterhouseCoopers Auditores, SL, with its registered office in Madrid, Paseo de la Castellana 259B, Torre PwC, with Tax ID B-79031290 as auditors of the Company and its Consolidated Group for 1 year.

The Board of Directors of the Company is empowered, with the power to delegate to the Executive Committee or the Managing Director, to enter into a contract for the hire of services from PricewaterhouseCoopers Auditores, S.L. for the period stated and under the conditions and clauses that the case may require.

Agreement on the Sixth point of the Agenda:

Approve, in accordance with the provisions of article 529r of the Capital Companies Act, the Remuneration Policy for the Directors of the Company for fiscal years 2018, 2019 and 2020, the text of which has been made available to the shareholders from the convocation date of this General Shareholders' Meeting.

Said Remuneration Policy establishes the maximum amount of the annual remuneration to be paid to all the directors in their capacity as such, in accordance with the provisions of Article 529 of the Capital Companies Act.

Agreement on the Seventh point of the Agenda:

Without prejudice to the delegations included in previous agreements, it is agreed:

- A) To expressly delegate to the Board of Directors, with all the necessary legal powers, to:
- 1.- Interpret, clarify, specify, complete or correct the resolutions adopted by this general shareholders' meeting, or those set out in any texts or documents issued in execution thereof, and in particular, any omissions, defects or errors of substance or form that might prevent the registration of these agreements and their consequences in the trade and Commercial Registry.
 - 2.- Resolve any doubts that may arise in relation to the resolutions adopted by this general shareholders' meeting.
 - 3.- Carry out any legal acts or deals that are necessary or convenient for the execution of the resolutions adopted by this general shareholders' meeting, granting as many public or private documents deemed necessary or convenient for these agreements.
 - 4.- Delegate to one or several of its members, jointly or severally, or in the Executive Committee, with powers of substitution, all or part of the powers it deems appropriate from those that correspond to the Board of Directors and assigned to it by this general shareholders' meeting.
- B) Expressly empower, and as broadly as required by law, the Chairman of the Board of Directors, the Managing Director and the secretary of the Board of Directors, so that any of them may, interchangeably and with their sole signature, and with respect to the resolutions adopted in this general shareholders' meeting, record such agreements in a public deed, particularly empowering them in all matters necessary for their development and compliance; to sign any public or private documents required and to perform as many actions necessary for proper implementation, including the publication of legal notices, before any public or private

bodies or agencies, until they are registered in the trade and Commercial Registry or other public records where applicable, with the power even to grant deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written qualification of the trade and Commercial Registry - even being able to request the partial registration of the registrable agreements -, of the National Securities Market Commission and any other competent public or private body; to carry out as many formalities as possible before the competent bodies in order to execute and carry out the approved agreements and to process files and documentation of any kind that may be necessary before the National Stock Market Commission and other public or private bodies when necessary, and in general for all actions related to the resolutions adopted in this General Shareholders' Meeting.

Agreement on the Eighth point of the Agenda:

To approve the annual remuneration report for 2017, approved by the Board of Directors, which has been made available to the shareholder together with the other documentation on the General Shareholders' Meeting from the date of its convocation, which is subject to an advisory vote.

APPENDIX II

AGREEMENTS OF THE BOARD OF DIRECTORS HELD ON 22 MARCH 2018

- To approve the re-election of Mr. Juan Luis Arregui Ciarsolo as Chairman of the Board of Directors, Chairman of the Executive Committee and member of the Forestry and Regulatory Policy Advisory Committee.
- To approve the appointment of Mr. Luis Lada Díaz as President of the Audit Committee.
- To approve the appointment of Mr. José Guillermo Zubía Guinea as President of the Nominating and Compensation Committee and secretary of the Audit Committee.
- To approve the appointment of Ms. Isabel Tocino Biscarolasaga as President of the Forestry and Regulatory Policy Advisory Committee.
- To approve the re-election of Mr. Javier Echenique Landiribar as member of the Executive Committee and member of the Audit Committee.
- To approve the re-election of Mr. José Carlos del Álamo Jiménez as member of the Nominating and Compensation Committee and member of the Forestry and Regulatory Policy Advisory Committee.
- To approve the appointment of Retos Operativos XXI, S.L. (represented by Mr. Óscar Arregui Abendivar) as secretary member of the Nominating and Compensation Committee.
- To approve the appointment of Turina 2000, S.L. (represented by Mr. Javier Arregui Abendivar) as member of the Audit Committee and member of the Forestry and Regulatory Policy Advisory Committee.
- To approve the appointment of La Fuente Salada, S.L. (represented by Mr. José Ignacio Comenge Sánchez-Real) as member of the Executive Committee.
- To approve the appointment of Ms. Rosa María García Piñeiro as member of the Nominating and Compensation Committee.
- To approve the appointment of Mr. Víctor Urrutia Vallejo as member of the Forestry and Regulatory Policy Advisory Committee.
- To change the legal type of director of Mr. Pedro Barato Triguero, who becomes “other external”.

APPENDIX III

STRUCTURE AND POSITIONS DISTRIBUTION OF THE BOARD AND ITS COMMISSIONS

BOARD OF DIRECTORS

Name	Position	Type of director
Mr. Juan Luis Arregui Ciarsolo	President	Proprietary
Mr. Ignacio de Colmenares Brunet	Vice-chairman and Managing Director	Executive
Mr. Javier Echenique Landiribar	Director	Other external
La Fuente Salada, S.L. (represented by Mr. José Ignacio Comenge Sánchez-Real)	Director	Proprietary
Turina 2000, S.L. (represented by Mr. Javier Arregui Abendivar)	Director	Proprietary
Retos Operativos XXI, S.L.(represented by Mr. Óscar Arregui Abendivar)	Director	Proprietary
Mr. Víctor Urrutia Vallejo	Director	Proprietary
Mr. Luis Lada Díaz	Director	Independent
Ms. Isabel Tocino Biscarolasaga	Director	Independent
Mr. José Carlos del Álamo Jiménez	Director	Independent
Mr. José Guillermo Zubia Guinea	Director	Independent
Mr. Pedro Barato Triguero	Director	Other external
Mr. Fernando Abril-Martorell Hernández	Director	Other external
Ms. Rosa María García Piñeiro	Director	Independent
Mr. José Antonio Escalona de Molina	Secretary	Non-member

EXECUTIVE COMMITTEE

Name	Position	Type of director
Mr. Juan Luis Arregui Ciarsolo	President	Proprietary
Mr. Ignacio de Colmenares Brunet	Chair	Executive
Mr. Javier Echenique Landiribar	Chair	Other external
Mr. José Guillermo Zubia Guinea	Chair	Independent
Mr. Pedro Barato Triguero	Chair	Other external
Mr. Fernando Abril-Martorell Hernández	Chair	Other external
La Fuente Salada, S.L. (represented by Mr. José Ignacio Comenge Sánchez-Real)	Chair	Proprietary
Mr. José Antonio Escalona de Molina	Secretary	Non-member

AUDIT COMMITTEE

Name	Position	Type of director
Mr. Luis Lada Díaz	President	Independent
Mr. Javier Echenique Landiribar	Chair	Other external
Turina 2000, S.L. (represented by Mr. Javier Arregui Abendivar)	Chair	Proprietary
Ms. Isabel Tocino Biscarolasaga	Chair	Independent
Mr. José Guillermo Zubía Guinea	Secretary	Independent

COMPENSATION AND NOMINATING COMMITTEE

Name	Position	Type of director
Mr. José Guillermo Zubía Guinea	President	Independent
Mr. José Carlos del Álamo Jiménez	Chair	Independent
Ms. Rosa María García Piñeiro	Chair	Independent
Mr. Fernando Abril-Martorell Hernández	Chair	Other external

Retos Operativos XXI, S.L. (represented by Mr. Óscar Arregui Abendivar)	Secretary	Proprietary
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FORESTRY AND REGULATORY POLICY ADVISORY COMMITTEE

Name	Position	Type of director
Ms. Isabel Tocino Biscarolasaga	President	Independent
Mr. Juan Luis Arregui Ciarsolo	Chair	Proprietary
Mr. José Carlos del Álamo Jiménez	Chair	Independent
Mr. Ignacio de Colmenares Brunet	Chair	Executive
Mr. Víctor Urrutia Vallejo	Chair	Proprietary
Turina 2000, S.L. (representada por D. Javier Arregui Abendivar)	Chair	Proprietary
Mr. Pedro Barato Triguero	Chair	Other external