



(Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails)

GRUPO EMPRESARIAL ENCE, S.A. (the “**Company**”), in compliance with the provisions in Article 82 of the Spanish Securities Exchange Law and related provisions, informs the Spanish National Securities Exchange Commission (CNMV) that the board of directors, in its meeting today, has resolved the following:

1. To draw up the Company’s financial statements, the directors’ report and the proposal on the distribution of profits, together with the consolidated financial statements and directors’ report for the Company and subsidiaries, all with reference to the financial year ended 31 December 2011.
2. To propose to the general meeting of shareholders that a cash dividend of 16.514.432 be distributed, charged to the profits for the year 2011, equivalent to 0.07 euros per share (gross).
3. Also, to propose to the general meeting of shareholders to supplement the cash remuneration stated in point 2 above with a remuneration in kind, by delivering to the shareholders 9.073.863 shares that the Company holds as treasury share in a ratio of one (1) share for every twenty-six (26) shares outstanding, all charged to the issue premium reserve. Given the market conditions as of this communication, remuneration in kind to be received by shareholders of the Company amounts to 17,830,141 euro. Accordingly, the Company estimates that total shareholder remuneration (34,344,573 euros) for the year 2011 will be higher by 33% from the year 2010.



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4. Lastly, to approve the Annual Report on Corporate Governance, drawn up pursuant to article 61 bis of the Spanish Securities Exchange Law, with reference to financial year 2011.

Madrid, 28 February 2012