

**RESOLUTIONS TAKEN ON THE
ORDINARY SHAREHOLDERS' GENERAL MEETING OF
GRUPO CATALANA OCCIDENTE, S.A. ON
APRIL 25, 2019, FIRST CALL**

First.- Exam and approval, if applicable, of the Individual Annual Accounts and Management Report corresponding to corporate year 2018.

To approve the Annual Accounts of the Company (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2018, which are not transcribed since they have been printed in official pages of class 8th, serie ON, numbers 3508854 to 3508871, both inclusive, for their filing with the Commercial Registry, together with the Management Report corresponding to such corporate year printed in the official pages of class 8th, serie ON, numbers 3508872 to 3508912, both inclusive, documents which were signed in the official page of class 8th, serie ON, number 3508913.

Second.- Distribution of Profits corresponding to corporate year 2018.

To apply the distribution of the individual profit resulting from corporate year 2018, which amounts 176.937.885,95 euros, in the following manner:

Dividends	98,688,000.00 euros
Voluntary Reserves	78,249,885.95 euros
Total	176,937,885.95 euros

The Consolidated Group result amounts a 386,421,731.06 euros, being 352,160,016.85 euros the attributed result to the parent company.

The Board of Directors in its meetings held on June 28, 2018; September 27, 2018, and January 31, 2019; resolved to pay the shareholders 0.1512 euros per share in each of the abovementioned meetings, which implied a total amount of 54,432,000 euros as interim dividend. Such dividends were executed, acting as payment agent Banco Bilbao Vizcaya Argentaria, S.A., on July 11, 2018; October 10, 2018 and February 13, 2019, respectively, having the Company, on those dates, sufficient liquidity in accordance with the legal conditions set forth on article 277 of the Spanish Companies Act.

Consequently, the supplementary dividend to be paid to the shareholders is 0.3688 euros per share, for a total of 44,256,000 euros, which will be executed on May 8, 2019, acting as payment agent Banco Bilbao Vizcaya Argentaria, S.A.

Thus, the total dividend corresponding to corporate year 2018 amounts 98,688,000 euros, that is, 0.8224 euros per share (gross).

Third.- Group Consolidated Annual Accounts and Management Report

3.1.- Exam and approval, if applicable, of the Group Consolidated Annual Accounts and Management Report corresponding to corporate year 2018

To approve (i) the Group Consolidated Annual Accounts (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2018, which are not transcribed since they have been printed in official pages of class 8th, serie ON, numbers 3509502 to 3509575, both inclusive, for their filing with the Commercial Registry together with the Consolidated Management Report corresponding to such corporate year, printed in the official pages of class 8th, serie ON, numbers 3509576 al 3509647, both inclusive, documents which were signed in the official page of class 8th, serie ON, number 3509648.

3.2.- Exam and approval, if applicable, of the Consolidated Non Financial Information Report included in the Group Consolidated Management Report corresponding to corporate year 2018

To approve the Consolidated Non Financial Information Report included in the Group Consolidated Management Report corresponding to corporate year 2018, printed in the official pages of class 8th, serie ON, numbers 3509602 al 3509606, both inclusive.

Fourth.- Approval, if applicable, of the management of the Board of Directors during corporate year 2018.

To approve the management of the Board of Directors and officers of the Company during the year at hand, in view of the Management Report submitted by the Board of Directors.

Fifth.- Re-election and appointment of members of the Board of Directors.

- 5.1. To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as an executive director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Mr. José Ignacio Álvarez Juste, Spanish citizen, of legal age, married, with professional domicile to these effects at Avenida Alcalde Barnils 63, Sant Cugat del Vallés (Barcelona), and holder of Spanish I.D. number 14.942.509-F, in force.
- 5.2. To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as an executive director, with the previous positive report

from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Mr. Francisco José Arregui Laborda, Spanish citizen, of legal age, married, with professional domicile to these effects at Avenida Alcalde Barnils 63, Sant Cugat del Vallés (Barcelona), and holder of Spanish I.D. number 46.214.416-X, in force.

- 5.3. To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as an independent director, following the proposal of the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Mr. Francisco Javier Pérez Farguell, Spanish citizen, of legal age, married, with professional domicile to these effects at Barcelona, Avda. Diagonal, 618, 7º E, Edificio Beethoven, and holder of Spanish I.D. number 37.267.053-S, in force.
- 5.4. To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as a proprietary director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, following the proposal of the shareholder INOC, S.A., Mr. Enrique Giró Godó, Spanish citizen, of legal age, divorced, with professional domicile to these effects at Barcelona, Rambla de Catalunya, 18, planta 4º, puerta C, and holder of Spanish I.D. number 46114608-E, in force

Sixth.- Board of Directors´ remuneration

- 6.1. In accordance with article 19 of the Company´s Articles of Association, to set the fixed remuneration in cash to be perceived by the Board of Directors in the corporate year 2019 in 3,525,678.24 euros. To the extent necessary, it is placed on record that the abovementioned amount does not exceed the 5% of the net consolidated annual profit corresponding to the last closed corporate year. In accordance with the Articles of Association, the establishment of the exact amount to be paid to each member of the Board, the conditions for its obtention and the distribution among the different members will correspond to the Board of Directors, as it deems convenient.
- 6.2. Additionally, in accordance with article 19 of the Company´s Articles of Association, to fix the attending fees to the Board of Directors´ meetings in the amount of 2,225.00 euros for the individual Board members and 1,918.10 euros for the corporate Board members.
- 6.3. To approve, in accordance with the Company´s Remuneration Policy and article 217.3 of the Spanish Corporations Act, the Board of Directors total remuneration maximum amount, as such, for the corporate year 2019, on 3,900,000 euros. Such maximum amount includes the remunerations approved in the two preceding paragraphs.

Seventh.- To submit to the Shareholders' Meeting consultative vote the Remuneration of the members of the Board of Directors Report.

To vote in favour of the report approved by the Board of Directors on February 28, 2019, which has been submitted to consultation to this Shareholders' General Meeting, regarding the remunerations of the members of the Board of Directors which includes, inter alia, a global summary on how it has been applied the remuneration policy during corporate year 2018, as well as a detailed description of the individual accrued remunerations by each of the members of the Board of Directors in such corporate year.

Such Report was made available to the Shareholders at the Company's corporate webpage (www.grupocatalanaoccidente.com) and disclosed following the ordinary procedures due the call of the Shareholders' Meeting.

Eighth.- Delegation of faculties to formalize, execute and register the resolutions adopted by the Shareholders' General Meeting.

To grant powers of attorney, individually, to Mr. José M^a Serra Farré and Mr. Francisco José Arregui Laborda, so that any of them, acting in the name and on behalf of the Company, can (i) deposit with the Commercial Registry the Individual Annual Accounts and the Group Consolidated Annual Accounts corresponding to corporate year 2018; having sufficient powers to clarify or correct any of the terms set forth in these Minutes; and (ii) appear before a Notary Public in order to grant to public the abovementioned resolutions, being able to execute any public or private documents which they deem necessary or convenient, including granting any notarial deeds to clarify, correct or complete the foregoing, as may be appropriate, to fully inscribe the foregoing resolutions in the Commercial Registry; or request, where necessary, the Registrar of the Commercial Registry to register the resolutions adopted in part, if such Registry opposed to registration of the foregoing in its entirety; all of the above to the fullest extent and without any restriction whatsoever.

*** This English translation is for informative purposes only and in case of contradiction the Spanish version of this Relevant fact shall prevail ***