



## Relevant Fact

Investor Relations

Tel. +34 935 031 093

investor.relations@cellnextelecom.com

### **COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)**

In compliance with article 228 of the Consolidated Text of the Spanish Securities Markets Law, CELLNEX TELECOM, S.A. ("Cellnex" or "the Company") hereby notifies the Spanish National Securities Market Commission of the following

#### **RELEVANT FACT**

In the meeting of the Board of Directors of Cellnex Telecom, S.A. held today, it will be agreed to announce the convening of the Annual General Meeting of the Company which shall be held in Madrid, at Paseo del Prado, 36 (CaixaForum Building) at 11.30 a.m. on 31 May 2018, this being the second call to convene such meeting, it being acknowledged that the first call for 30 May 2018 at the same time and location, will not take place.

Attached is the text of the announcement, together with the resolutions proposed by the Board of Directors subject to the approval of the Annual General Meeting.

Kind regards,

Madrid, 26 April 2018



## **CELLNEX TELECOM, S.A.**

### 2018 GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Cellnex Telecom, S.A. (the “**Company**”) is calling the Ordinary General Shareholders’ Meeting, for 11:30 am on 30 May 2018, that will be held in Madrid at Paseo del Prado, 36 (Caixa Forum building), on the first call and, in the event that as a result of the failure to reach the necessary attendance quorum the General Meeting cannot be held on first call, it will be held at the same place and time on 31 May 2018, on the second call.

It is expected that the General Meeting will take place on the second call, that is, on 31 May 2018 at 11:30 am, in the place previously mentioned.

The General Meeting will be held in accordance with the following:

#### **AGENDA**

- One.-** Approval of the individual and consolidated annual accounts and their respective management reports for the corporate year ended 31 December 2017.
- Two.-** Approval of the proposed application of the profit for the corporate year ended 31 December 2017.
- Three.-** Approval of the management of the Board of Directors during the corporate year ended 31 December 2017.
- Four.-** Approval of the distribution of dividends charged to the share premium reserve.
- Five.-** Approval of the amendment to the Remunerations Policy for Directors.
- Six.-** Setting of the number of members of the Board of Directors. Appointment, ratifications and re-elections of members of the Board of Directors:
  - 6.1. Establishment of the number of members of the Board of Directors.
  - 6.2. The appointment of Ms María Luisa Guijarro Piñal as an independent director, for the statutory term.
  - 6.3. The appointment of Ms Anne Bouverot as an independent director, for the statutory term.
  - 6.4. Ratification of the appointment by co-optation of Mr Carlos del Rio Carcaño and his re-election as a proprietary director, for the statutory term.

- 6.5. Ratification of the appointment by co-optation of Mr David Díaz Almazán and his re-election as a proprietary director, for the statutory term.
- 6.6. The re-election of Mr Bertrand Boudewijn Kan as an independent director, for the statutory term.
- 6.7. The re-election of Mr Pierre Blayau as an independent director, for the statutory term.
- 6.8. The re-election of Mr Peter Shore as an independent director, for the statutory term.
- 6.9. The re-election of Mr Giampaolo Zambelletti as an independent director, for the statutory term.

**Seven.-** Delegation to the Board of Directors of the authority to increase share capital under the terms and conditions of Article 297.1.b) of the Law on Corporations, for a maximum period of five years. Delegation of the power to exclude pre-emptive subscription rights pursuant to Article 506 of the Law on Corporations, being limited to a maximum nominal amount, altogether, equivalent to a 20% of the corporate capital at the time of the authorization.

**Eight.-** Delegation to the Board of Directors of the authority to issue bonds, debentures and other fixed-income securities, convertible into shares, as well as warrants and any other financial instruments giving the right to acquire newly issued shares of the Company. Delegation of the power to exclude pre-emptive subscription rights pursuant to Article 506 of the Law on Corporations, being limited to a maximum nominal amount, altogether, equivalent to a 20% of the corporate capital at the time of the authorization.

**Nine.-** Authorization to the Board of Directors for the derivative acquisition of own shares either directly or through group companies and for the disposal thereof.

**Ten.-** The delegation of powers to formalize all agreements adopted by the Board.

**Eleven.-** Consultative voting of the annual report on Directors' remunerations for the corporate year ended 31 December 2017.

During the meeting, the degree of compliance with the recommendations of the CNMV will be reported on.

#### **SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS**

In accordance with that established in articles 172 and 519 of the Capital Companies Act, shareholders representing at least three percent of the share capital may request that a supplement to this call be published, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, a justified resolution proposal. The exercising of this right must be carried out by means of reliable notification that must be received at the registered office, Corporate Secretariat (Juan Esplandiú, 11-13 28007 de Madrid), within the five days following the publication of this call. Shareholders representing this percentage may, within the same period, submit substantiated proposals for resolutions on matters already included or that must be included in the agenda of the meeting called.

## **RIGHT OF INFORMATION**

In accordance with that established in article 272 of the Capital Companies Act, from the publication of this call, any shareholder may examine at the registered office (Juan Esplandiú, 11-13 28007 de Madrid) and immediately obtain free of charge, the documents submitted to the Meeting and reports on these, also being able to request the free delivery of such documents in the legally appropriate cases, and, in particular, with regard to individual and consolidated accounts, management reports and audits.

The reasoned proposal on the modification of the Directors' Remuneration Policy, which includes the text of this (item Five), and the specific report from the Appointments and Remuneration Committee on this, are to be found at the registered office and on the company's corporate website ([www.cellnextelecom.com](http://www.cellnextelecom.com)) and are available to shareholders, who may also request their free delivery or shipping.

Likewise, in accordance with that established in article 518 of the Capital Companies Act, from the publication of this call and until the Meeting is held, the information referred to in the aforementioned article will be continuously available to the shareholders through the company's website ([www.cellnextelecom.com](http://www.cellnextelecom.com)).

In accordance with articles 197 and 520 of the Capital Companies Act, until the fifth day prior to the date scheduled for holding the General Shareholders' Meeting that is being called, or while it is taking place, the shareholders may request the information or clarifications they deem necessary regarding the items included on the agenda, or formulate in writing the questions that they consider pertinent.

In addition, with the same advance notice and in writing, or verbally while it is taking place, the shareholders may request the clarifications they deem necessary as regards the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting was held and about the auditor's report.

Moreover, and in accordance with the provisions of article 539.2 of the Capital Companies Act and article 7 of the Regulations of the General Meeting, an Electronic Shareholders' Forum is enabled on the Company's website from the publication of this call and until the Meeting is held. The rules of its operation and the form to be completed to participate in it are available on the Company's website.

The shareholders are informed that in order to obtain more information regarding the way in which they can exercise their rights in relation to the Meeting, they may contact the Corporate Secretariat of Cellnex Telecom, located at the aforementioned registered address, call the telephone number 935031036 or send an email ([jg2018@cellnextelecom.com](mailto:jg2018@cellnextelecom.com)).

## **RIGHT TO ATTENCE, REPRESENTATION AND DISTANCE VOTING**

In accordance with Article 14 of the Articles of Association, the Meeting may be attended by shareholders who demonstrate that they own at least 100 shares registered in their name five days in advance of the date on which the Meeting is due to be held. Likewise, the owners of shares who hold a number lower than said amount may also be represented by one of them if, when grouped together, they own that number of shares.

For this purpose, the shareholders must attend the Meeting with the corresponding attendance and voting card, which will be issued by the Entities forming part of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) or a body that replaces it or by the company itself, subject to proof of ownership, duly completed for this purpose, that shall be provided on the

General Meeting day together with the National Identity Card or any other official document in force generally accepted for these purposes to prove the identity.

In accordance with the provisions of article 522 of the Capital Companies Act, any shareholder with a right to vote at the General Meeting may be represented by any person, with the possibility of establishing the power of representation:

(i) In writing:

In order to confer their representation in writing, shareholders must submit to the company, Corporate Secretariat, Juan Esplandiú, 11-13 28007 de Madrid, the document in which the representation is conferred or the attendance and voting card for the Meeting issued by the depositary institutions or by the company, duly signed and completed in the section containing the printed form to confer representation and containing the request for instructions to exercise the right to vote and the indication of the direction in which the representative will vote on each of the items on the agenda.

(ii) By electronic means:

The shareholders with the right to attend may delegate their representation to a shareholder or to any natural or legal person through electronic means of communication prior to the meeting being held. To make use of this power, the delegating shareholder must have an electronic signature certificate.

The delegation with electronic signature certificate by the shareholder with the right of attendance must be carried out through the company's website ([www.cellnextelecom.com](http://www.cellnextelecom.com)), following the instructions which are given in each of the screens of the program created for this purpose.

For the purposes of proving their identity, shareholders who wish to delegate by electronic means must gain access using an electronic signature certificate, following the instructions contained in the "General Meeting 2018 / Electronic Delegation" area of the website.

The delegation in writing and by electronic means must be carried out at least five days before the date scheduled for holding the meeting on the first call, i.e. before 23:59 hours on 24 May 2018.

In the absence of voting instructions, it shall be understood that the representative will vote in favour of the proposals submitted by the Board of Directors. The representative may represent more than one shareholder without limitation as to the number of shareholders represented and may cast votes in different directions depending on the instructions given by each shareholder.

In the event that instructions cannot be given because voting relates to matters not included on the agenda or no voting instructions have been given regarding proposals not proposed by the Board of Directors, the representative will vote in the way that they deem most appropriate given the interests of the Company and the party they represent.

Any delegation that does not contain the name of the person to whom it is delegated shall be deemed to be conferred in favour of the Chair of the General Meeting.

Unless otherwise indicated by the represented party, if the representative has a conflict of interest, it shall be understood that the represented party has also appointed the Secretary of the General Meeting as a representative, severally and successively.

For the purposes of the provisions of articles 523 and 526 of the Capital Companies Act, it is stated that the Chair of the General Meeting, if they are Chair of the Board, or any other member of the Board of Directors, may have a conflict of interest (i) with respect to items 3 ("Approval of the management of the

Board of Directors during the financial year ending on 31 December 2017”), 5 (“Approval of the modification of the Directors’ Remuneration Policy”), if this is the case, 6th (“Setting of the number of members of the Board of Directors. Appointments, ratifications and re-elections of the members of the Board of Directors”) and 11th (“Consultative vote on the Annual Report on Directors’ Remuneration corresponding to the financial year ending on 31 December 2017”) of the agenda; and (ii) in the cases set forth in article 526.1 of the Capital Companies Act (appointment, re-election or ratification of directors, dismissal, removal or departure of directors, exercising of derivative action and approval or ratification of company operations with the director in question) that could occur off the agenda according to the Law.

The personal attendance of a shareholder at the Meeting shall revoke any delegation that may have been made previously, as will the disposal of their shares of which the Company becomes aware at least five days before the date scheduled for holding the meeting on the first call. Likewise, the delegation will always be revocable by the same means used to make it.

Moreover, shareholders with attendance rights may cast their vote by personally attending the General Meeting or by distance voting using the following means:

(i) By post:

To exercise the right to distance voting by this means, the shareholder must send a letter, including the vote with the attendance and voting card duly completed and signed in the space reserved for voting, to the registered office, Corporate Secretariat, Cellnex Telecom, S.A., Juan Esplandiú, 11-13 28007 de Madrid.

(ii) By electronic means:

The shareholders with a right to attend may also exercise their voting right through electronic means. For this, the shareholder must have an electronic signature certificate.

The issuing of the vote by electronic means must be carried out through the company’s website ([www.cellnextelecom.com](http://www.cellnextelecom.com)), following the instructions which are given in each of the screens of the program created for this purpose.

For the purpose of proving their identity, shareholders who wish to vote by electronic means must gain access using an electronic signature certificate, following the instructions contained in the “Ordinary General Meeting 2018 / Electronic vote” area of the website.

The distance vote must be received by the company at least five days before the date scheduled for holding the meeting on the first call, i.e. before 23:59 hours on 24 May 2018. The shareholders who cast their vote in the terms indicated will be considered as present for the purposes of constituting the meeting. Therefore, delegations issued previously shall be deemed revoked and those subsequently conferred will be deemed as not performed.

Shareholders who cast their votes by post or email and do not mark any of the boxes intended to indicate the vote regarding the items on the agenda, will be understood to wish to vote in favour of the respective proposals made by the Board of Directors. Unless expressly stated otherwise, and in relation to the proposed resolutions not formulated by the Board of Directors and items not included on the agenda, the representation is deemed to be conferred on the Chair of the General Meeting, applying the rules on the direction of the vote and substitution in the event of a conflict of interest applicable to the representation of shareholders in the General Meeting.

Votes cast by remote communication means shall be rendered void in the event of the physical attendance at the meeting of the shareholder who had issued them or by the disposal of their shares of which the Company becomes aware at least five days before the date scheduled for holding the meeting on the first call.

Notwithstanding the foregoing, the following order of preference between representation and distance voting is also established for the avoidance of doubt:

- When the shareholder validly confers the representation by means of electronic communication and, in addition, also confers it by means of the attendance, delegation and distance voting card printed and issued by the entities forming part of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) or a body that replaces it or by the company itself, the latter will prevail over that carried out by electronic communication, regardless of their respective granting dates.
- In the event that a shareholder validly makes several delegations or issues several votes by electronic communication, the last presentation or the last vote issued that has been received by the Company within the established period shall prevail.

Likewise, any of the co-owners of a share deposit may vote, delegate or attend. For the purposes of article 126 of the Capital Companies Act, it is presumed that the co-owner who at any time performs an action (attendance, delegation or vote) is designated by the other co-owners to exercise the shareholder rights.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and/or delegation mechanisms when technical or security reasons advise or require this.

The Company shall not be liable for any damages that may be caused by overloads, faults, dropping of lines, connection failures or similar eventualities beyond its control that temporarily prevent the use of the systems for delegation and/or voting by electronic means.

## **MINUTES OF THE MEETING**

The shareholders are informed that the Board of Directors, in order to facilitate the preparation of the minutes of the meeting, has agreed to request the presence of a Notary who will attend the Meeting and issue the corresponding notarial deed, in accordance with Article 203 of the Capital Companies Act.

## **PERSONAL DATA PROTECTION**

In accordance with the provisions of Organic Law 15/1999 of 13 December on the Protection of Personal Data, the personal data of the shareholders and, where appropriate, of their representatives, provided to the company by those shareholders, their representatives or by the banking entities and securities companies and agencies in which those shareholders have deposited their shares, through the entity legally authorised to maintain the Shareholders' Register, will be incorporated in a file which is the responsibility of Cellnex Telecom, S.A., in order to manage the development, compliance and control of its shareholder relations.

The entire General Meeting will be subject to audiovisual recording and will be broadcast on the website of Cellnex Telecom, S.A. ([www.cellnextelecom.com](http://www.cellnextelecom.com)). Attendance at the General Shareholders' Meeting implies consent for the recording and broadcasting of the image of the attendees.

Moreover, the shareholders are informed of the option to exercise their right of access, rectification, cancellation and opposition in writing, addressing this to Cellnex Telecom, S.A., Juan Esplandiú, 11-13 28007 de Madrid (Ref. Personal data – Corporate Secretariat).

If the attendance, delegation and distance voting card includes personal data relating to natural persons other than the owner, the shareholder must inform them of the contents of the previous paragraphs and comply with any other requirements that may apply for the correct transfer of the personal data to the company, without the company having to perform any additional actions.

Madrid, 26 April 2018.

Secretary of the Board of Directors.



Note: This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.

## **MOTIONS PUT TO THE CELLNEX TELECOM, S.A. ORDINARY GENERAL SHAREHOLDERS' MEETING 2018**

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**ONE.**- Corresponding to item 1 on the agenda.

Approve both individual and consolidated annual accounts and their respective management reports for the corporate year ended 31 December 2017.

The annual accounts comprise the balance sheet, the profit and loss account, a statement of changes in equity, the cash flow statement and the notes to the accounts.

**TWO.**- Corresponding to item 2 on the agenda.

Approve the proposed application of profits for the corporate year ended 31 December 2017, as follows:

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### **PROPOSED APPLICATION OF PROFITS**

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Net profit .....	19.381.075,98€
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Dividend (amount corresponding to the dividend on account paid)...	10.194.062,56€
Voluntary reserves.....	9.187.013,42€
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	19.381.075,98€
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**THREE.**- Corresponding to item 3 on the agenda.

Approve the management of the Board of Directors of the Company during the corporate year ended 31 December 2017.

**FOUR.**- Corresponding to item 4 on the agenda.

Approve the distribution of a dividend charged to the share premium reserve to a maximum of 63 million euros, payable in one or more instalments during the years 2018, 2019 and 2020. It is also agreed to delegate to the Board of Directors the authority to establish, if this is the case, the amount and the exact date of each payment during said period, always attending to the maximum overall amount stipulated.

In the event that the amounts set by the Board do not exhaust the maximum amount during the period laid down for this purpose, this agreement would be rendered null in regard of the amount not distributed.

**FIVE.**- Corresponding to item 5 on the agenda.

In accordance with Article 529r of the Law on Corporations, approve, at the proposal of the Board of Directors, following a report by the Appointments and Remuneration Committee, an amendment to the Company Director Remuneration Policy for 2018 and 2019, the text of which has been made available to the shareholders on the occasion of the announcement of the Meeting.

As a result of this amendment, the revised text of the Director Remuneration Policy is approved and is attached as an appendix to the report by the Appointments and Remuneration Committee.

**SIX.**- Corresponding to item 6 on the agenda.

6.1.- In accordance with article 21 of the company's By-laws, which states that the Board of Directors will be composed by a minimum of four directors and a maximum of thirteen, to set in twelve the number of members of the Board of Directors of the company.

6.2.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to appoint Ms María Luisa Guijjaró Piñal as an independent director to the company, for the statutory period of three years.

6.3.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to appoint Ms Anne Bouverot as an independent director to the company, for the statutory period of three years.

6.4.- Ratify the appointment by co-optation of Mr Carlos del Río Carcaño carried out by the Board of Directors at its meeting of 15 February 2018, on the occasion of the resignation of Mr Lluís Deulofeu Fuguet on 15 February 2018, and his re-election as a proprietary director to the Company, for the statutory period of three years, all this at the proposal of the Board of Directors and upon issuance of a favourable report by the Appointments and Remuneration Committee.

6.5.- Ratify the appointment by co-optation of Mr David Díaz Almazán carried out by the Board of Directors at its meeting of 15 February 2018, on the occasion of the resignation of Mr Francisco Reynés Massanet on 15 February 2018, and his re-election as a proprietary director to the Company, for the statutory period of three years, all this at the proposal of the Board of Directors and upon issuance of a favourable report by the Appointments and Remuneration Committee.

6.6.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to re-elect Mr Bertrand Boudewijn Kan as an independent director to the company, for the statutory period of three years.

6.7.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to re-elect Mr Pierre Blayau as an independent director to the company, for the statutory period of three years.

6.8.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to re-elect Mr Peter Shore as an independent director to the company, for the statutory period of three years.

6.9.- In accordance with the proposal by the Appointments and Remuneration Committee and the explanatory report by the Board of Directors, to re-elect Mr Giampaolo Zambelletti as an independent director to the company, for the statutory period of three years.

**SEVEN.-** Corresponding to item 7 on the agenda.

Delegate to the Board of Directors of the Company, in accordance with Article 297.1.b) of the Law on Corporations, the authority to increase share capital, without previously consulting the Annual General Shareholders' Meeting, within the deadline set for such purpose and for a maximum limited amount provided for in the Law on Corporations, with or without pre-emptive subscription rights, thus rewording Article 5 of the Company By-laws concerning share capital, in compliance with the following conditions:

1. Authorized capital, amount and term: the Board of Directors is empowered, as broadly as required in Law, so that, in accordance with Article 297.1. b) of the Law on Corporations, it may increase share capital, without previously consulting the Annual General Shareholders' Meeting, on one or more occasions and at any time, within the period of five years from the conclusion of this Meeting, to an amount corresponding to half of the share capital at the time of authorization (i.e. 28,960,405 euros of nominal value), through the issuance of new shares, ordinary or otherwise, in accordance with the applicable legal requirements - with or without share premium- the consideration of the newly issued shares consisting of cash contributions.
2. Scope of delegation: the Board of Directors may set all terms and conditions of capital increases and the characteristics of the shares as well as determine the investors and markets to which the capital increases are intended and the placement procedure to be followed, freely offer the new shares not subscribed to in the pre-emptive subscription period, and, in the case of incomplete subscription, establish that the capital increase be rendered null or that the capital be increased solely by the amount of the subscriptions made and reword the article of the by-laws relating to share capital.

The Board of Directors may designate the person or persons, whether directors or not, who are to execute any of the agreements adopted in application of this authorization and, in particular, the closing of the capital increase.

3. Rights of the new shares, issue rate and consideration of the increase: the new shares issued on the occasion of the capital increase or increases agreed upon under the present delegation shall be ordinary shares equal in rights to existing shares (except for dividends already declared and pending payment at the time of issuance), that will be issued at the rate of their nominal value or with the share premium determined, when applicable. The consideration of the newly issued shares shall necessarily consist of cash contributions.
4. Exclusion of pre-emptive subscription right: in accordance with the provisions of Article 506 of the Law on Corporations, the Board of Directors is expressly granted the power to exclude, in whole or in part, the right to pre-emptive subscription in respect of all or any of

the issues It agrees to carry out by virtue of this authorization, although this power will be limited to capital increases carried out under the present delegation, as well as to those increases that are carried out within the scope of the authorization provided in item eight on the Agenda, up to an amount equivalent to 20% of the capital of the Company at the date that this decision comes into effect (i.e. 11,584,162 euros of nominal value).

In accordance with applicable law, the Board of Directors may make use of the authority granted to it pursuant to the provisions of the preceding paragraph when the interests of the Company so require, and provided that the nominal value of the shares to be issued, plus the share premium, if any, corresponds to the fair value of the shares of the Company resulting from the report that, at the request of the Board of Directors, must be drawn up by an independent expert, appointed for this purpose by the Companies Registrar on each occasion that use of the powers of exclusion of the right to pre-emptive subscription rights conferred in the present paragraph.

5. Request for admission: the Board of Directors is empowered to apply for admission to trading, and their exclusion, in the organized domestic or foreign secondary markets, of all shares that may be issued or, in the case of a change in the nominal value of those already issued, their exclusion and new admission, in compliance with the applicable regulations regarding trading, maintenance of and exclusion from trading.
6. Power of substitution: the Board of Directors is authorized so that, in turn, it may delegate in favour of any of the members of the Board of Directors or any other person, whether or not a member of said body, the delegated powers referred to in this agreement.

It should be noted that the shareholders have been provided with the corresponding explanatory directors' report of the motion of delegation to increase share capital.

Finally, there is a motion to render ineffective in the undrawn part Decision Two adopted by the then Sole Shareholder of the Company on 10 April 2015, under which the Board of Directors of the Company was authorized to increase share capital.

**EIGHT.-** Corresponding to item 8 on the agenda.

Delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in accordance with the provisions of articles 286, 297, 417 and 511 of the Law on Corporations and 319 of the Regulations of the Commercial Registry, the powers to issue negotiable securities in accordance with the following conditions:

1. Securities subject to issuance: The negotiable securities referred to in this delegation may be debentures, bonds and other similar fixed-income securities, convertible (including contingently) into shares of the Company. This delegation may also be used to issue preferential shares (if legally permissible) and warrants (options to subscribe to new shares of the Company).
2. Period of delegation: The issuance of the securities subject to delegation may be carried out on one or more occasions within a maximum period of five years as of the date of adoption of this agreement.
3. Maximum amount of delegation: Under the present delegation, the Board of Directors will be able to issue the securities indicated in section 1 before for a maximum amount whereby

the capital increases executed under this delegation, added to the increases that, in its case, were agreed under other authorizations proposed by the Board of Directors to the General Shareholders' Meeting in accordance with article 297.1.b) of the Law on Corporations, do not exceed, in nominal value, a half of the corporate capital as of the date of the delegation. In this sense, the amount of the capital increases that, in its case, and with the purpose to attend the conversion of obligations, warrants or other securities, are executed under this delegation, will be considered as included within the limit available at any moment to increase the corporate capital.

For the purposes of calculating the previous limit, in the case of warrants, the sum of premiums and exercise prices of the warrants of issuances agreed to under the present delegation shall be taken into account.

4. Scope of delegation: In the use of the delegation of powers agreed to herein and for illustration purposes only and by no means restrictive, it shall fall with the Board of Directors to determine, for each issue, among others, its amount, always within the limit expressed, the place of issue -domestic or foreign- and the currency and, if foreign, its equivalent in euros; the denomination or mode, whether they are bonds or debentures, including subordinated ones, warrants, preferential shares or any other admitted in Law; the date or dates of issue; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the price of issuance and/or premium, the exercise price- which may be fixed or variable- and the procedure, term and other conditions applicable to the exercise of the right to subscription of the underlying shares or, where applicable, the exclusion of such right; the fixed or variable interest rate, dates and coupon payment procedures; the perpetual or amortizable nature, and in the latter case, the term of amortization and the date or the dates of maturity; guarantees, the repayment rate, premiums and lots; the form of representation, by means of bonds or book entries; antidilution clauses; the subscription system; the range of securities and any subordination clauses; the legislation applicable to issuance; when applicable, request admission to trading in official or unofficial secondary markets, whether organized or not, domestic or foreign, of the securities issued with the requisites required in each case by the regulations in force; and, in general, any other condition of issuance, as well as, where appropriate, appoint the commissioner and approve the fundamental rules that are to govern the legal relations between the Company and the syndicate of holders of the securities issued, should the constitution of said syndicate prove necessary or be decided upon.

Likewise, the Board of Directors is authorized, when it deems appropriate, and subject, if applicable, to obtaining the necessary authorizations and conformity of the assemblies of the relevant syndicates of holders of securities, to change the conditions of the amortization of the fixed-income securities issued and their respective term, as well as the rate of interest which, if applicable, accrued by those within each of the issuances carried out under this authorization.

5. Bases and modalities of conversion: In the case of the issuance of convertible debentures or bonds, and for the purposes of determining the bases and modalities of conversion, it is agreed to establish the following criteria:

- a) The securities that are issued under this agreement will be convertible into shares of the Company, according to a fixed or variable conversion ratio that can be determined or is determinable, and the Board of Directors will be empowered to determine whether they are necessarily, voluntarily or contingently convertible, and in the case of being voluntarily convertible and/or exchangeable, at the option of their holder or of the Company, with the frequency and for the period that is established in the issuance agreement, which may not exceed 15 years as of the date of issuance. This maximum term will not be applicable to the securities with a perpetual character which are convertible.
  - b) For the purposes of conversion, the securities will be valued at their nominal amount and the newly issued shares for conversion according to a fixed rate of conversion that is established in the agreement of the Board of Directors at which use of this delegation is made, or at the variable exchange rate to be determined on the date or dates indicated in the agreement of the Board, based on the stock market value of the shares of the Company on the date(s) or period(s) taken as a reference in said agreement, with or without premium, the Board being entitled to determine the criteria of conversion it deems appropriate.
  - c) It may also be agreed to issue convertible fixed-income securities with a variable conversion ratio. In this case, the price of the shares for the purposes of conversion shall be determined by the Board of Directors, and it may incorporate a premium or, where applicable, a discount on the price per share resulting from the criteria established. The premium or discount may be different for each date of conversion of each issue (or, if applicable, each tranche of an issue).
  - d) When conversion is applicable, fractions of a share that correspond to the title holder of the securities will be rounded down by default to the nearest lower whole number and each holder will receive in cash, under such conditions of issuance, the difference that may arise in such an event.
  - e) Under no circumstances will the value of the share for the purpose of the conversion ratio of debentures for shares be less than their nominal value. Also, in accordance with the provisions of Article 415 of the Law on Corporations, debentures may not be converted into shares when the nominal value of the former is lower than that of the latter.
  - f) At the time of approving an issuance of convertible debentures or bonds under the authorization contained in this agreement, the Board of Directors will issue a report developing and specifying, based on the criteria described above, the bases and modalities of the conversion specifically applicable to the issue in question. This report shall be accompanied by the corresponding report by the accounts auditor, other than the Company auditor, appointed for this purpose by the Commercial Registrar, referred to in Article 414.2 of the Law on Corporations.
6. Bases and modalities of the exercise of warrants and other analogous securities: In the case of the issue of warrants, it is agreed to establish the following criteria:
- a) In the case of the issue of warrants, to which by analogy the provisions of the Law on Corporations for convertible debentures, for the determination of the bases and

modalities of their exercise shall apply, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the rights of subscription of shares of the Company, derived from the securities of this kind issued under the delegation granted hereby, the criteria set out in paragraph 5 above applying in relation to such issuances, with the necessary adjustments in order to make them compatible with the legal and financial regime governing such securities.

7. This authorization to the Board of Directors also includes, without limitation, the delegation, in its favour, of the following powers:
  - a) The power for the Board of Directors, under the provisions of Article 511 of the Law on Corporations, in relation to article 417 of said Law, to exclude, in whole or in part, the pre-emptive subscription rights of shareholders. In any case, if the Board of Directors were to decide to exclude the pre-emptive subscription rights of shareholders in relation to a concrete issuance of convertible debentures or bonds, warrants and other equivalent securities to these which it may decide to carry out under the present authorization, it shall issue, at the time of approving the issuance and pursuant to the applicable legislation, a report detailing the specific reasons of company interest that justify such measure, which will be the object of the report by an independent expert appointed by the Commercial Registrar, as referred to in Articles 414, 417 and 511 of the Law on Corporations. These reports will be made available to the shareholders and reported to the first General Meeting held after the issuance agreement.

This authority shall, in any case, be limited to those increases of share capital carried out under the present authorization, as well as those carried out within the scope of the authorization provided under item seven on the Agenda, up to a maximum nominal amount, as a whole, equal to 20% of the share capital at the date of adoption of this agreement (i.e., 11,584,162 euros of nominal value).

- b) The authority to increase the capital by the amount required to attend to the requests of conversion and/or exercise of the right to subscribe for shares. Said authority may only be exercised to the extent that the Board, adding the capital increased to meet the issuance of convertible debentures, warrants and other equivalent securities and the remaining capital increases that may have been agreed to under the authorizations granted by the present General Meeting, does not exceed the limit of half of the amount of share capital provided for in Article 297.1.(b) of the Law on Corporations. This authorization to increase the capital includes that of issuing and putting into circulation, on one or more occasions, shares representative thereof that are necessary to carry out the conversion and/or exercise of the right of subscription for shares, as well as that of rewording the Article of the By-laws concerning the amount of capital and, where appropriate, cancelling the part of such capital increase that has not proved necessary for the conversion and/or exercise of the right of subscription for shares.
  - c) The authority to develop and specify the bases and modalities of conversion and/or exercise of the rights of subscription of shares, resulting from the securities for issuance, taking into account the criteria set out in Paragraphs 5 and 6 above.
  - d) Delegation to the Board of Directors comprises the broadest powers which are necessary in Law for the interpretation, application, implementation and development of the agreements to issue securities that are convertible into shares of the Company,

on one or more occasions, and corresponding capital increase, also granting it powers to rectify and complement them in all that were necessary, as well as for the fulfilment of all legally required requisites to carry them to fruition, it being possible to rectify omissions or defects of such agreements, indicated by whichever authorities, officials or bodies, domestic or foreign, also being empowered to adopt as many agreements and grant as many public or private documents considered necessary or convenient for the adaptation of the previous agreements of the issuance of convertible securities and the corresponding increase of capital to the verbal or written qualification of the Commercial Registrar or, in general, of any other competent domestic or foreign authorities, officials or institutions.

8. Admission to trading: Where appropriate, the Company will request admission to trade on official or unofficial secondary markets, whether organized or not, domestic or foreign, of convertible debentures and/or bonds or warrants issued by the Company under this delegation, empowering the Board of Directors, as broadly as necessary in Law, to carry out the procedures and actions necessary for admission to trading before the competent authorities of the various domestic or foreign securities markets.

It is expressly stated that in the case of any subsequent request for exclusion from trading, this will be adopted with the same procedures as the request for admission, to the extent that they are applicable, and, in such event, interest will be guaranteed to the shareholders or bondholders who opposed or did not vote for the agreement under the terms provided in the legislation in force. It is also expressly stated that the Company is subject to the rules that exist or may be adopted in the future in terms of Stock Exchanges, and especially, on trading, maintenance and exclusion from trading.

9. Power of substitution: The Board of Directors is expressly authorized to delegate the powers referred to in this agreement.

Finally, it is proposed to render ineffective in the undrawn part Decision Three adopted by the then Sole Shareholder of the Company on 10 April 2015, whereby the Board of Directors of the Company was authorized to issue bonds, debentures and other fixed-income securities, convertible into shares, and warrants.

**NINE.-** Corresponding to item 9 on the agenda.

Authorize the Board of Directors of the Company to proceed with the derivative acquisition of treasury stock, either directly by the Company itself or indirectly through its subsidiaries, in accordance with the provisions of Articles 146 and 509 of the Law on Corporations, and the terms set out below:

1. Modalities: Acquisition may be by way of sale, exchange, donation, allocation or dation in payment, and in general, any other form of acquisition for valuable consideration of outstanding and fully paid shares permitted by Law.
2. Maximum number of shares acquirable: Up to the legal limit of ten percent (10%) of the share capital or higher as permitted by Law.
3. Maximum and minimum prices: The price or consideration will range from a minimum equivalent to their nominal value and a maximum equivalent to the higher of (i) 110% of the share price of the shares of the Company in the Continuous Market at the time of



acquisition or, if the acquisition is executed outside the working hours of the Continuous Market, the closing price of the last trading session before the acquisition; and (ii) the one that results from increasing by a 10% the maximum stock exchange price of the three months before the acquisition takes place.

4. Duration of authorization: The period of validity of the authorization shall be five years from the date of this agreement.

The shares acquired in this way will not enjoy any political rights, not even the right to vote, the corresponding economic rights being attributed proportionally to the other shares in accordance with the provisions of Article 148 of the Law on Corporations.

Also, and for the purposes set out in Paragraph two of number 1.a) of Article 146 of the Law on Corporations, it is proposed to grant express authorization for the acquisition of Company shares by any of the subsidiaries under the same terms herein.

It is expressly stated that the shares acquired pursuant to this authorization may be used both for transfer or redemption, and for their direct delivery to the employees or directors of the Company or as a result of the exercise of any option rights they may hold, as provided for in Paragraph three 1.a) of Article 146 of the Law on Corporations.

Finally, it is proposed to render ineffective by the amount not used Decision Five adopted by the then Sole Shareholder of the Company on 10 April 2015, whereby the Board of Directors of the Company was authorized to proceed with the derivative acquisition of treasury stock directly or through group companies for the disposal thereof.

**TEN.-** Corresponding to item 10 on the agenda.

Delegate indistinctly to the Chairperson of the Board of Directors, to the Chief Executive Officer and the Secretary of said body, or whoever may replace them, where appropriate, in their respective offices, such powers as are necessary to achieve the fullest formalization and implementation of the motions adopted by the Board and, therefore, for granting as many public or private documents as may be required, for the registration of the agreements of the Board that so require in the Commercial Register; this delegation shall extend to the power to rectify, clarify, interpret, specify or supplement, where appropriate, the decisions adopted in any deeds or documents granted in its execution and, in particular, any formal or substantive defects, omissions or errors that may hinder the access of the decisions adopted and their consequences in the Commercial Register, incorporating, even, on its own authority any modifications necessary for such or pointed out in the oral or written qualification of the Commercial Registrar or required by the competent authorities, without the need for further consultation with the General Meeting.

Perform on behalf of the company all legal acts required in order to implement the previous agreements and bring them to fruition.

**ELEVEN.-** Corresponding to item 11 on the agenda.

In accordance with the provisions of Paragraph 4 of Article 541 of the Law on Corporations, approve in an advisory capacity the Annual Report on the Remuneration of Directors for the corporate year ended 31 December 2017 prepared by the Board of Directors following the

favourable report by the Appointments and Remuneration Committee, which has been made available to the shareholders since the announcement of the General Meeting.

Madrid, 26 April 2018.