

## **MEANS AND PROCEDURES FOR GRANTING PROXY AT THE GENERAL MEETING OF SHAREHOLDERS AND FOR VOTING AT A DISTANCE**

- *Voting and granting of proxy at the General Meeting of Shareholders using means of distance communication.*

### **I.- Voting by means of distance communication.**

In accordance with the provisions of article 18 of the Articles of Incorporation and article 15 of the Rules of the General Meeting of Shareholders, shareholders may vote on motions relating to items on the Agenda by postal mail or electronic communication, in accordance with the following instructions.

#### **I.1.-Voting by postal mail.**

Shareholders wishing to vote by postal mail must send a written communication indicating their vote or abstention, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the company; the latter must be accompanied by a certificate of legitimation.

The card, duly completed and signed, must be sent to the Company by any of the following means:

- a) By delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the attention of "Stock Market and Shareholder Relations Department".
- b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited.

#### **I. 2.-Voting by electronic means.**

Shareholders who wish to vote by electronic means may do so by visiting the "Shareholders and Investors" section of the Company's website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Votes by electronic means must be cast using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by *Autoridad Pública de*

**Certificación Española (CERES)**, an agency of the Spanish Mint (*Fábrica Nacional de la Moneda y Timbre*) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may vote on the items on the agenda of the General Meeting.

## **II. Granting proxy by means of distance communication.**

In accordance with the provisions of articles 18 of the Articles of Incorporation and 8 of the Rules of the General Meeting of Shareholders, shareholders may grant proxies for the General Meeting by postal mail or electronic means, in accordance with the following instructions.

### **II.1.-Granting proxy by postal mail.**

Shareholders wishing to grant proxy by postal mail must send to the Company a written proxy appointment, attaching the attendance card issued by the entities in charge of the book-entry register or the attendance card form supplied by the Company; the latter must be accompanied by a certificate of legitimation.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, the card must be sent to the Company by any of the following means:

- a) Delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (Av. Camino de Santiago, 40 28050 Madrid), in both cases marked for the attention of "Stock Market and Shareholder Relations Department".
- b) By delivering the card, duly completed and signed, to the Iberclear member firm where the shares are deposited

### **II.1.-Granting proxy by electronic means.**

Shareholders who wish to grant proxy by electronic means may do so by visiting the "Shareholders and Investors" section of the website, accessing the section corresponding to the General Meeting of Shareholders, and following the specific instructions there.

Proxies granted by electronic means must be granted using a recognised electronic signature or advanced electronic signature, under the terms of Act 59/2003, of 19 December, on electronic signatures, provided that they are based on (i) a User Electronic Certificate issued by *Autoridad Pública de Certificación Española (CERES)*, an agency of the Spanish Mint (*Fábrica Nacional de la*

*Moneda y Timbre*) that has not been revoked, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Card and its electronic signature certificates.

Any shareholder with an electronic signature that meets one of the preceding requirements and identifies him/herself by those means may grant proxy via the website.

### **II.3 Common rules on granting proxy by means of distance communication.**

A shareholder wishing to grant proxy by means of distance communication must notify the appointed proxy, and that person must provide evidence of acceptance. For this purpose, on the date and at the venue of the General Meeting, the designated proxies must identify themselves by means of their National Identity Card or passport, and submit a hard copy of the proxy appointment that was made by postal mail or electronic means, duly signed by the proxy and the principal.

Proxies may vote only by attending the General Meeting in person.

If proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, this communication will be deemed to have been made if the Company receives the proxy appointment.

### **II.4-Conflicts of interest.**

For the purposes of Articles 523 and 526 of the Capital Companies Act, it is hereby noted that the Chairman of the General Meeting and any other member of the Board of Directors may be in a conflict of interest (i) with regard to item 4 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to item 5.1 and 5.2. of the agenda; and (iii) in the cases referred to in paragraphs b) or c) of article 526.1 of the Capital Companies Act (removal of directors and shareholder derivative suits) that may arise off the agenda as provided in that Act. In connection with all of them, if the principal does not grant specific voting instructions, the proxy shall be deemed to be granted to the Secretary of the General Meeting of Shareholders, unless expressly indicated otherwise.

### **III.-Common rules.**

#### **III.1.-Period for granting proxy and voting by means of distance communication.**

Proxies granted and votes cast by means of distance communication, whether by postal mail or electronic means, may be issued from the date of publication of the announcement of the meeting and must be received by the Company at its registered office or through its website at least 5



hours before the time scheduled for the General Meeting, i.e. before 16:00 hours on 22 June 2014.

Proxies and votes received after that time will be deemed to be null and void.

The only proxy forms that will be accepted after that time are those granted in writing on the attendance card and presented at the registration desks at the shareholders' entrance at the venue and on the date of the General Meeting.

**III.2.-Rules of precedence regarding attendance, voting and proxies by means of distance communication.**

**III.2.1. Attendance in person takes precedence.**

Attendance at the General Meeting in person has the effect of revoking any votes cast and proxies granted by means of distance communication.

Proxies are always revocable. In any event, attendance in person by the principal at the General Meeting renders any proxy null and void.

**III.2.2. Precedence of distance votes over proxies granted by means of distance communication.**

Votes cast by any means of distance communication override any proxy granted by electronic means or on the paper card, which shall be deemed to be revoked if granted beforehand and to be null and void if granted thereafter.

**III.2.3. Precedence where several votes are cast or proxies are granted by means of distance communication.**

Where a shareholder validly grants several proxies or validly issues several votes using different means of distance communication, the proxy and/or vote received last will prevail, and all others received before that will be deemed null and void.

**III.3. Joint ownership**

In the case of joint ownership of shares, for the purposes of article 126 of the Capital Companies Act, a joint owner who votes or grants proxy by means of distance communication will be deemed to have been designated by the other joint owners to exercise those shareholder rights.

**IV.-Technical incidents.**

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for granting proxy or voting where required for technical or security reasons.



**The Company shall not be liable for any damages arising for the shareholder as a result of failures, overloads, dropped lines, connection failures, malfunction of the post, or any other event of the same or a similar nature, beyond the control of the Company, that prevent the use of distance means for voting or granting proxy.**

