

MEANS AND PROCEDURES FOR GRANTING PROXY AT THE GENERAL MEETING OF SHAREHOLDERS AND FOR VOTING AT A DISTANCE. ELECTRONIC ATTENDANCE.

Right of attendance, proxy and vote

- Attendance:

In accordance with the provisions of article 18 of the Articles of Association, the right to attend the General Shareholders Meeting is granted to shareholders who own one or more shares and whose ownership appears registered in the corresponding book entry register five (5) days prior to the meeting to be held.

Proxy:

Any shareholder entitled to attend may be represented at the General Meeting by another person, even if that person is not a shareholder. Proxy should be conferred in the terms and within the scope established in the Spanish Corporate Enterprises Act, in writing and specifically for the Meeting, except for the exceptions included in the Spanish Corporate Enterprises Act.

If the specific person to whom the shareholder confers his or her representation is not indicated in the proxy form, it shall be understood to have been granted in favour of the President of the General Shareholders Meeting.

- Vote:

Shareholders who have the right to attend may cast their vote by personally attending the Meeting by electronic means and voting during the meeting, or by casting their vote by remote means of communication prior to the Meeting.

- Voting and granting of proxy at the General Shareholders Meeting by remote means of communication prior to the Meeting.

I.- Voting by remote means of communication.

In accordance with the provisions of article 20 of the Articles of Association and 22 of the Regulations for General Shareholders Meetings, voting on the proposals relating to the items on the Agenda may be exercised by the shareholders by post or electronic correspondence that duly guarantees the identity of the shareholder, in compliance with the following instructions:

I.1.- Voting by post.

Shareholders who wish to vote by post should send the attendance card issued by the entities responsible for keeping the record of book entries or the attendance card model provided by the Company.

The card should be duly filled out and signed, and then sent to the Company by any of the following procedures:

- a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or at the Madrid offices (Av. Del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Department of Stock Exchange and Investor Relations".
- b) By delivering the completed and signed card to the Iberclear participating entity in which the shares have been deposited.

I. 2.- Voting by electronic communication.

Shareholders who wish to vote by electronic communication may do so through the Company's website, in the section for the General Shareholders Meeting in the "Shareholders and investors" section, following the instructions specified for this purpose in each of the screens of the aforementioned website page.

Votes by electronic communication will be cast under a recognised electronic signature or advanced electronic signature, in the terms provided for in the applicable regulations, provided they are based on (i) an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the National Currency and Stamp Factory, with respect to which its revocation does not appear, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issue of the National Identity Document and its electronic signature certificates.

Any shareholder who has an electronic signature that meets one of the indicated requirements and identifies him- or herself with it may cast their vote with regard to the items on the Agenda of the General Shareholders Meeting.

II.- Granting proxy through remote communication systems.

In accordance with the provisions of articles 19 of the Articles of Association and 11 of the Regulations for General Shareholders Meetings, shareholders may grant proxy for the General Shareholders Meeting by post or electronic correspondence that duly guarantees the identity of the shareholder, in compliance with the following instructions:

II.1.- Granting of proxy by post.

Shareholders who wish to grant proxy by post should send the Company the attendance card issued by the entities responsible for keeping the record of book entries or the attendance card model provided by the Company.

If the proxy is granted to the President of the Meeting or of the Board or any other member of the Board of Directors, including the Secretary, the card should be sent to the Company by any of the following procedures:

- a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or at the Madrid offices (Av. Del Camino de Santiago, 40, 28050 Madrid), for the attention, in both cases, of the "Department of Stock Exchange and Investor Relations".
- b) By delivering the completed and signed card to the Iberclear participating entity in which the shares have been deposited.

II.2.- Granting of proxy by electronic communication.

Shareholders who wish to grant proxy by electronic communication may do so through the Company's website, in the section for the General Shareholders Meeting in the "Shareholders and investors" section, following the instructions specified for this purpose in each of the screens of the aforementioned website page.

Granting proxy by electronic communication will be performed under a recognised electronic signature or advanced electronic signature, in the terms provided for in the applicable regulations, provided they are based on (i) an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the National Currency and Stamp Factory, with respect to which its revocation does not appear, or (ii) a recognised electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issue of the National Identity Document and its electronic signature certificates.

Any shareholder who has an electronic signature that meets one of the indicated requirements and identifies him- or herself with it may grant proxy through the website.

II.3.- Provisions common to the granting of proxy by means of remote communication.

The shareholder who grants proxy by means of remote communication should notify the designated representative of the proxy granted, who in turn should record his or her acceptance. For these purposes, the representative will have been considered to have accepted proxy by attending the General Shareholders Meeting by electronic means, in the terms provided for in the section denominated "Electronic attendance at the General Shareholders Meeting" for this call.

If proxy is granted to the President of the Meeting, of the Board or to any other member of the Board of Directors, including the Secretary, this communication shall be understood to have been made by the Company's receipt of the proxy granted.

Where the represented shareholder has issued instructions, the proxy will cast the vote in accordance with them and will be obliged to keep these instructions for one year from the date of the corresponding General Shareholders Meeting.

The proxy may also include those points that have not yet been provided for in the Agenda for the call but may be addressed at the Meeting, as permitted by Law.

The proxy may only exercise the vote of the represented shareholder by personally attending the General Shareholders Meeting by electronic means.

A proxy may have the representation of more than one shareholder without restriction with regard to the number of shareholders represented. When a proxy represents several shareholders he or she may vote differently depending on the instructions received from each shareholder.

II.4.- Conflicts of interest.

For the purposes of the provisions of articles 523 and 526 of the Spanish Corporate Enterprises Act, it is hereby informed that the President of the Board of Directors, as well as any other member of the Board of Directors, may be in conflict of interest with regard to: (i) item 1.2 of the Agenda; (ii) item 5 of the Agenda regarding the remuneration of directors, and (iii) the issues included in sections b) or c) of article 526.1 of the Spanish Corporate Enterprises Act (dismissal, separation or termination of administrators and the exercise of corporate responsibility action) that could be presented outside the Agenda in accordance with the Law. Likewise, any person whose appointment is proposed and EAC Inversiones Corporativas, S.L. will be in conflict of interest with regard to item 2 of the Agenda. With regard to all of these, if the represented party has not given precise voting instructions, the proxy shall be deemed to have been granted to the Secretary of the General Shareholders Meeting, unless expressly stated otherwise.

III.- Common rules.

III.1.- Deadline for the exercise of proxy and voting by means of remote communication.

Proxies granted and votes cast by remote means of communication prior to the Meeting, both by post and by electronic communication, may be issued from the day of publication of the call and should be received by the Company at least twenty-four (24) hours in advance of the time scheduled for the General Shareholders Meeting, that is, before 5.30 pm on 28 June 2021.

Any proxies and votes received later will be considered as not granted and as not cast, respectively.

III.2.- Rules of preference with regard to attendance, voting and proxy by means of remote communication.

III.2.1. Priority of personal attendance.

Personal attendance by electronic means at the General Shareholders Meeting will have the effect of revoking the proxy granted and the vote cast by remote means of communication.

Proxy is always revocable. In any case, personal attendance at the Meeting by electronic means by the represented party will have the effect of revocation of the proxy granted.

III.2.2. Priority of remote voting over the remote granting of proxy.

A vote cast through any remote means of communication will render ineffective the granting of electronic proxy or by means of a card printed on paper, either beforehand, in which case it will be considered revoked, or afterwards, in which case it will be considered not to have been cast.

III.2.3. Priority in the event of granting several proxies or casting several votes by remote means of communication.

In the event that a shareholder validly grants several proxies or validly casts several votes through different remote means of communication, the proxy and/or vote that was received last will prevail, and those received previously will be invalidated

III.3. Co-ownership

In the case of co-ownership of shares, for the purposes of article 126 of the Spanish Corporate Enterprises Act, it will be presumed that the co-owner who votes or grants proxy by remote means of communication is designated by the rest of the co-owners to exercise the rights derived from the shares.

IV.- Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the remote mechanisms for proxy or voting electronically when technical or security issues require it.

The Company shall not be responsible for any damages that the shareholder may suffer as a result of breakdowns, overloads, line breaks, connection failures, mail malfunction, or any other eventuality of the same or a similar nature, beyond the will of the Company, which prevent the use of voting and proxy mechanisms through remote communication.