



REPORT MADE BY THE BOARD OF DIRECTORS OF THE COMPANY AMREST HOLDINGS SE REGARDING THE PROPOSAL OF THE AMENDMENT OF THE GENERAL MEETING'S REGULATIONS INCLUDED IN ITEM SIX ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING CALLED FOR JUNE 6, 2018, ON FIRST CALL

I. Purpose of the report

This report has been made by the Board of Directors of AMREST HOLDINGS SE (“**AmRest**” or the “**Company**”) pursuant to the provisions of article 512 of the Spanish Companies Act (the “**Spanish Companies Act**”) approved by Royal Legislative Decree 1/2010, of July 2, to support the proposal which is submitted for approval of the shareholders at the General Shareholders’ Meeting of the Company called to be held on June 6, 2018, on first call, under item six on the Agenda (the “**General Meeting**”).

In accordance with the referred article, the Board of Directors draft this report in support of the grounds for the resolution to amend the General Shareholders’ Meeting’s Regulations, followed with the said proposal.

In addition, to provide an overall view of the proposed amendment of the new text to be included in the General Shareholders’ Meeting’s Regulations, if approved, attached as **Annex** is the new text of the General Shareholders’ Meeting’s Regulations.

II. Rationale of the proposal

The amendment of the General Shareholders’ Meeting’s Regulations proposed by the Board of Directors at the General Meeting is mainly intended to adapt the Spanish wording of current regulations of the General Meeting to the usual wording used by Spanish listed companies. In this respect, the Board of Directors also deems necessary to recast the existing General Shareholders’ Meeting’s Regulations in order to (i) make grammatical edition and spelling improvements which will result in the clarification of certain issues, the improvement of its drafting and a better understanding thereof, and (ii) comply with the legal provisions for Spanish listed companies.



III. Proposed resolution to be submitted to the General Meeting

The proposed resolution submitted for approval by the shareholders at the General Meeting reads as follows:

“PROPOSED RESOLUTION REGARDING ITEM SIX ON THE AGENDA

6. Examination and approval, if appropriate, of a General Shareholders’ Meeting Regulations consolidated text.

It is resolved to approve the amendment of the articles of the General Shareholders’ Regulations upon the terms of the proposal included in the Directors’ Report prepared for such purpose and made available to the shareholders as from the call to this General Meeting.

Therefore the General Shareholders’ Meeting Regulations will have the wording that is included in the consolidated text of the General Meeting’s Regulations attached as an Annex to the abovementioned Director’s Report. As a result of the foregoing, it is agreed to derogate the current text of the Company’s Regulations of the General Meeting Regulations and approve the new consolidated text that is attached as Annex to the Director’s Report.”

* * *

In Madrid, on May 4, 2018



ANNEX

CONSOLIDATED TEXT OF THE REGULATIONS



General
Shareholders' Meeti

**REGULATIONS OF THE GENERAL
SHAREHOLDERS' MEETING
OF
AMREST HOLDINGS, SE**

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TITLE I - INTRODUCTION

Article 1.- Purpose of the Regulations

The aim of these Regulations is to establish and specify the rules governing the working and operation of the General Shareholders' Meeting of AmRest Holdings SE (the "**Company**"), the information related thereto and attendance at the meetings, as well as the exercise of shareholders' voting rights, which are all subject to the provisions of the law and the Statute.

Article 2.- Scope of application

These Regulations shall apply to all general shareholders' meetings held by the Company.

Article 3.- Interpretation

1. These Regulations implement and complement, and shall be construed in accordance with the applicable provisions contained in the law and the Statute, which will prevail in the event of an inconsistency.
2. In general it is the responsibility of the Secretary of the Board of Directors, after consulting with the Chair when he/she considers it necessary, to solve any doubts arising from the application of these Regulations, pursuant to general criteria for the interpretation of legal rules. However, any doubts on the interpretation or application arising during a meeting shall be resolved by the Chair of the Meeting or by the person by him/her determined.

Article 4.- Modification

1. The Board of Directors may propose the modification of these Regulations to the General Shareholders' Meeting whenever it deems it to be necessary or appropriate. The modification proposal must include a report justifying it.
2. When exercising this power, the Board of Directors shall endeavour to pay particular attention to any proposals or suggestions for improvement which may be made by any shareholders.

TITLE II – THE GENERAL SHAREHOLDERS' MEETING: FUNCTION, TYPES AND POWERS

Article 5.- The General Shareholders' Meeting

1. The General Shareholders' Meeting is the supreme body of the Company and its resolutions are binding on all shareholders, including those absent, dissenting, abstaining and those with no right to vote, notwithstanding the rights and actions that may correspond to them.
2. The shareholders convened in the General Shareholders' Meeting shall decide on the matters attributed to it by law, by majority vote.

Article 6.- Types of General Shareholders' Meeting

1. General Shareholders' Meetings may be ordinary or extraordinary.
2. The ordinary General Shareholders' Meeting must be duly called and held within the first six months of each financial year to review the corporate management, approve previous year's annual accounts, if appropriate, and determine the profit distribution.

The General Shareholders' Meeting may also adopt resolutions on any other issues put to it for consideration.

3. Any General Shareholders' Meeting other than that contemplated in the preceding paragraph shall be extraordinary.

Article 7.- Powers of the General Shareholders' Meeting

1. The General Shareholders' Meeting has the power to make resolutions on all matters vested in it by law, by the Statute and by these Regulations and, in particular, on the following matters:
 - (a) Appointing and removing directors, as well as ratifying directors appointed by co-optation.
 - (b) Appointing and removing accounting auditors and, if applicable, liquidators.
 - (c) Approving the previous year's annual accounts, the profit distribution and the corporate management.
 - (d) Increasing or decreasing the share capital, including delegating the Board of Directors the power to increase the share capital.
 - (e) Eliminating or limiting preferential subscription rights.
 - (f) Authorising the buyback of treasury shares.
 - (g) Approving and amending these Regulations.
 - (h) Amending the Statute.
 - (i) Approving the directors' remuneration policy, in accordance with the terms set out in the law.
 - (j) Approving the establishment of the Company's directors' remuneration schemes, involving equity awards of shares or rights over, or linked to the value of, shares.
 - (k) Exempting directors from prohibitions arising from the duty of loyalty, when the General Shareholders' Meeting is legally authorised to grant such exemption, as well as duties arising from their non-compete obligations.
 - (l) Approving, when required by law, structural modifications, particularly the transformation, merger, split off and global assignment of assets and liabilities and moving the registered office abroad.
 - (m) Acquiring, disposing or contributing essential assets to another company.
 - (n) Transferring essential activities, performed up to that time by the Company, to subsidiaries even if the Company retains full control over those activities.
 - (o) Winding up the Company.
 - (p) Carrying out transactions equivalent to liquidating the Company and approving the liquidation balance sheet.
2. Furthermore, the General Shareholders' Meeting will make resolutions on any other issue, as required by the law or the Statute, or when so required by the Board of

Directors.

3. Those powers that do not rest with the General Shareholders' Meeting according to the law or the Statute will rest with the Board of Directors.

TITLE III – CALL AND PREPARATION OF GENERAL SHAREHOLDERS' MEETINGS

Article 8.- Faculty and obligation of calling the General Shareholders' Meetings

1. The General Meeting must be formally called by the Board of Directors.
2. The Board of Directors shall call a General Shareholders' Meeting:
 - (i) When appropriate, in accordance with article 7, for the ordinary General Shareholders' Meeting.
 - (ii) When shareholders holding at least three per cent of the share capital request a meeting, stating on the request the items to be discussed. In this case, the General Shareholders' Meeting must be called within the time limit established by law.
 - (iii) Whenever it deems it appropriate in the Company's interest or whenever required by law.
3. The Board of Directors shall prepare the agenda including, where applicable, any items that were the subject of a meeting request.

Article 9.- Call of the General Shareholders' Meeting

1. Both ordinary and extraordinary General Shareholders' Meetings shall be called by publishing an announcement at least one month before the date scheduled for the General Shareholders' Meeting, unless the law establishes another notice period, in which case that period shall apply. The call of the Meeting must be announced using, as a minimum, the following media:
 - The Official Bulletin of the Commercial Registry or one of the most widely-circulated newspapers in Spain.
 - The website of the Spanish National Securities Market Commission (the "CNMV") or of any other securities market regulator where the shares are traded.
 - The Company's website.
2. The announcement will indicate: the name of the Company, the date, place and time of the meeting on first call, the position of the person or persons publishing the announcement, all the agenda items to be discussed and any other items that are to be included in the announcement pursuant to the provisions of the law and these Regulations. Furthermore, the announcement may also indicate the date on which the Meeting may be held on second call.
3. The announcement will contain information on the steps that the shareholders must take to participate and cast their vote at the General Shareholders' Meeting, including their right to request information, to include items on the agenda and to present resolution proposals, as well as the timeframe for exercising this right.
4. When calling each General Shareholders' Meeting, the Board of Directors shall determine the means of remote communication available to enable shareholders to vote and/or delegate their vote, which adequately guarantee the identity of the party exercising shareholders' right to vote or, in the case of a delegation, the identity of the

representative and the represented party.

The call will include a description of the specific means of remote communication that the shareholders may use to exercise or delegate their vote, including the instructions that must be followed in this regard, in the call of the meeting.

5. When the Company offers the shareholders the possibility of voting electronically, extraordinary General Shareholders' Meetings can be called with at least fifteen days' prior notice. The shorter call period requires an express resolution adopted by the General Shareholders' Meeting by at least two-thirds of the Company's subscribed capital with voting rights and which will only be valid until the next Meeting is held.

Article 10.- Addition to the call

1. Shareholders representing, at least, three per cent of the share capital may request that an addition be published to the call of an ordinary General Shareholders' Meeting, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, by a reasoned motion.
2. This right must be exercised by certified notice served at the Company's registered office within five days after the call of the Meeting has been published.
3. The addition to the call of the Meeting must be published at least fifteen days prior to the scheduled date of the Meeting. Failure to publish an addition to the call within the established term will render the Meeting null and void in accordance with the law.
4. Shareholders representing at least three per cent of the share capital may, within the same period provided in paragraph 2, present reasoned motions on agenda items or matters which ought to be on the agenda for the scheduled Meeting.

Article 11.- Right to information prior to the General Shareholders' Meeting

1. From the date the call of the General Shareholders' Meeting is published until the fifth calendar day prior to the date of the General Shareholders' Meeting, shareholders may request, in writing, the information or clarifications they consider necessary or submit written questions that they consider pertinent regarding the agenda items. In accordance with the same terms and timeframes, shareholders may request, in writing, explanations that they deem necessary regarding publically available information that the Company has submitted, where applicable, to the CNMV since the date of the previous General Shareholders' Meeting and regarding the auditors' report.
2. The Board of Directors must provide such information in writing up until the date of the General Shareholders' Meeting, unless: that information is not necessary for protecting the shareholder's rights, there are objective reasons to consider that it could be used for non-corporate purposes, or if publicising the information is detrimental to the Company or related companies. Information may not be so denied when the request is backed by shareholders representing at least one-quarter of the share capital.
3. When, before the asking of a particular question, the information requested by the shareholder is clear, expressly and directly available to all shareholders in the FAQ section of the Company's website, the Board of Directors may limit its reply to a referral to the information provided in that section.
4. The Board of Directors may empower any of its members, the Secretary or one or more managers to answer requests for information made by shareholders, in the name and on behalf of the Board.
5. The means for sending the information requested by shareholders shall be the same as that used to submit the corresponding request, unless the shareholder indicates another

means for the response from among those stated as suitable pursuant to the provisions in this article. In any case, the directors may send said information by certified mail with acknowledgement of receipt requested or by bureaufax.

6. A Shareholders' e-forum shall be made available on the Company's website. This may be accessed with the proper guarantees both by individual shareholders and by any voluntary associations they may create, in order to facilitate their communication prior to meetings.

The following matters, among others, may be published on the said forum:

- (a) proposals to be submitted in addition to the agenda included in the notice of the meeting;
- (b) requests to support such proposals;
- (c) initiatives to reach the necessary percentage to exercise a minority right as provided by law; and
- (d) offers or requests for voluntary representation.

Article 12.- Right of attendance

1. Any shareholder holding any number of shares will be entitled to attend the General Shareholders' Meeting, provided their shares are entered in the corresponding accounting registry five days before the Meeting.
2. Shareholders may attend and vote at the General Shareholders' Meeting by means of IT or remote communication, in accordance with the Regulations of the General Shareholders' Meeting and the resolutions passed by the Board of Directors when the Meeting is announced. The conditions and limitations of this type of attendance and vote shall be established, as the case may be, in the Regulations of the General Shareholders' Meeting, in accordance with the applicable law at all times.
3. The Chair may authorise any other persons as he may deem fit to attend, although this authorisation may be overruled by the General Shareholders' Meeting.
4. The Company's Directors shall attend any General Shareholders' Meetings held, although the fact that any one of them is unable to attend for any reason shall in no event prevent the Meeting from being validly constituted.
5. The procedures and systems for counting votes on the proposed resolutions shall be established in these Regulations.

Article 13.- Representation in the General Shareholders Meetings

1. Any shareholder entitled to attend a General Shareholders' Meeting may be represented by a proxy, who need not be a shareholder.
2. The appointment of a third party proxy must adequately guarantee the identity of the represented shareholder and their proxy and be conferred specifically for each Meeting in writing or by the distant means determined by the Board of Directors, where applicable, at the call of each General Shareholders' Meeting, in accordance with these Regulations.
3. Prior to his/her appointment, the proxy must inform the shareholder in detail if there is a conflict of interest. If the conflict arises after the proxy is appointed and he/she did not warn the shareholder of its possible existence, the shareholder must be informed immediately. In both cases, if the proxy did not receive specific voting instructions for each item on which he/she must vote on behalf of the shareholder, the proxy must

abstain from voting.

4. The Chair, the Secretary of the General Shareholders' Meeting, or the individuals appointed on their behalf, will be entitled to determine the validity of the appointment of proxies and the compliance with the attendance requirements for the Meeting.
5. The power to act as a proxy is understood to not impinge on the provisions stipulated in the law with regard to family representation and the execution of general powers of attorney.
6. Representations obtained by public request shall be governed by law and these Regulations.

Article 14.- Venue of the General Shareholders' Meetings

1. The General Shareholders' Meeting will be held at the venue indicated in the call of the Meeting. If the meeting venue is not specified in the announcement, it will be understood that the Meeting will be held at the Company's registered office.
2. Should it be necessary, for any reason, to hold the General Shareholders' Meeting in separate assembly halls, adequate audiovisual equipment shall be provided to allow real-time inter-communication between the assembly halls and, consequently guarantee the meeting's continuity. In the event that the assembly halls are located in different premises, the Meeting will be understood to be held at the principal location.

In such case, the principal location of the Meeting, but not the supplementary locations, must be in the municipal area of the Company's registered office. Attendees at any of the Meeting venues will be considered attendees at the General Shareholders' Meeting, provided they meet the requirements set in these Statute and the Regulations of the General Shareholders' Meeting.

Article 15.- Planning, means and venue of General Shareholders' Meeting

1. The Board of Directors may decide, considering the circumstances, to use means or systems enabling a greater and better following of the General Meeting or a wider dissemination of its progress.
2. Specifically, the Board of Directors may:
 - (i) allow shareholders to follow the Meeting remotely via audiovisual means;
 - (ii) provide simultaneous translation facilities;
 - (iii) establish the adequate measures for access control, surveillance, protection and security; and
 - (iv) adopt measures to enable disabled shareholders to access the Meeting room.

TITLE IV – CONSTITUTION AND PROGRESS OF THE GENERAL SHAREHOLDERS' MEETING

Article 16.- Constitution of the General Shareholders' Meeting

1. The General Shareholders' Meeting shall be validly held at first call when the shareholders present or represented hold at least forty per cent of the subscribed capital with voting rights.

At second call, it shall be validly held regardless of the attending capital.

2. This notwithstanding, if the General Shareholders' Meeting, ordinary or extraordinary, is called to discuss any amendment of the Statute it must be attended on first call, in

person or by proxy, by shareholders representing at least sixty per cent of the subscribed voting capital. Such amendments include: increasing or reducing the share capital, issuing bonds within the scope of its powers, cancelling or limiting shareholders' preferential subscription rights over new shares, transforming, merging, splitting off, globally assigning assets and liabilities, moving the registered office abroad or winding-up of the Company.

At second call, it shall be validly held when the shareholders hold at least forty per cent of said capital.

Article 17.- Board of the General Shareholders' Meeting

1. The Board of the General Shareholders' Meeting shall be constituted at least by the Chair and the Secretary of the General Shareholders' Meeting. It shall also include the members of the Board of Directors of the Company present at the meeting.
2. The General Shareholders' Meeting shall be chaired by the Chair of the Board of Directors or the Vice-Chair of the Board, should the Chair: be absent, find it impossible to attend, or be unable or unwilling to attend. If there are several Vice-Chairs, their numerical order will apply and, in the absence thereof, the Meeting will be chaired by the Director so appointed by the attendees.
3. The Chair will be assisted by the Secretary. The Secretary of the Board of Directors will be the Secretary of the General Shareholders' Meeting and, if he/she does not attend in person, the Vice-Secretary will take his/her place. In the absence of either the Secretary or Vice-Secretary of the Board of Directors, the Secretary shall be the person proposed by the Chair and chosen by the attendees.
4. If for any reason, while the General Shareholders' Meeting is being held, the Chair or Secretary has to leave the meeting, the exercise of their duties will be taken over pursuant to the stipulations in the previous paragraph.
5. The Chair, even when he/she is present at the meeting, may entrust the control of the discussions to the Secretary or to the director he/she deems appropriate. Likewise, the Chair may be assisted by any expert that he/she considers convenient.

Article 18.- Order of the Meeting

The Chair will be in charge of: declaring the Meeting validly constituted; directing and establishing the order of deliberations and interventions and the time allocated to them pursuant to the provisions in these Regulations; putting an end to debates when he/she considers that the item has been sufficiently discussed; ordering the voting; clarifying any doubts arising in respect of the agenda and the list of attendees; proclaiming approval of resolutions; adjourning or, if applicable, suspending the meeting; and, in general, exercising all powers required for the meeting's orderly progress, including interpreting the provisions in these Regulations, as well as exercising order and discipline, demanding the expulsion of participants who perturb the normal course of the meeting and even resolving that the meeting be momentarily interrupted.

Article 19.- List of attendees

1. The list of shareholders present and represented at the Meeting will be drawn up by the persons so designated by the Secretary, using, where applicable, any technical means which may be deemed appropriate. Specifically, the attendance list may be drawn up manually or using optical reading systems or other technical methods which may be deemed appropriate.

The number of shareholders present or represented will be determined at the end of the

list, as well as the amount of the capital they hold, specifying how much corresponds to shareholders with the right to vote.

2. The General Shareholders' Meeting will begin at the place, on the day and at the time scheduled, at first or second call, as the case may be, once the Board of the General Shareholders' Meeting is established and the list of attendees is drawn up.

First of all, the Secretary shall confirm that the Meeting is legally called, by reading the announcement or by providing a summary thereof. Next, the Secretary shall read out the global data resulting from the list of attendees, specifying: the number of shareholders with a right to vote who are present, either in person or, as the case may be, through telematic means; the represented parties attending the meeting; the number of shares held by the attending shareholders and those represented by proxies; and the percentage of capital of the shares held by attending and represented shareholders, specifying what is held by shareholders with a right to vote. The Chair shall then declare the General Shareholders' Meeting as validly held at first or second call, as the case may be, and shall determine whether to proceed to consider all of the agenda items or alternatively limit the focus of the Meeting to just some of them.

3. If the list of attendees is not included at the beginning of the minutes of the General Shareholders' Meeting, it may be attached thereto on an annex signed by the Secretary with the approval of the Chair.

A list of attendees may also be provided in a file or in computer format. In these cases, the minutes shall record the means used and the sealed cover of the file or medium used will include the appropriate identification certificate, signed by the Secretary with the approval of the Chair.

Article 20.- Requests for intervention

1. Once the General Shareholders' Meeting is established, shareholders that, exercising their rights, wish to intervene in the Meeting deliberations and, if applicable, request information or clarifications on the agenda items or formulate proposals, shall identify themselves before the Secretary (or before the public notary, if he/she has attended the Meeting to record the minutes) or, if so instructed, to the staff assisting him/her, expressing his/her name and last name, the number of shares he/she owns and those that they represent.
2. If the shareholder (or representative) wishes to ask to have his/her intervention literally recorded in the minutes of the Meeting, he/she shall hand it in writing, at the time of his/her identification, to the Secretary (or to the Public Notary, if he/she has attended the meeting to record the minutes) or, if so instructed, to the staff assisting him/her, so that it can be compared when the shareholder's intervention takes place.
3. Shareholder interventions shall take place once the Board of the General Shareholders' Meeting has the list of shareholders wishing to participate, after the presentation of the reports that the Board of the General Shareholders' Meeting deems appropriate and, in any case, before the discussion and voting on the agenda items takes place.

Article 21.- Shareholders' interventions

1. Shareholders' interventions shall take place in the order in which they are so called by the Board of the General Shareholders' Meeting, once the Chair has fixed the order of the turns for intervention.
2. When exercising his/her authority to organise the progress of the Meeting and notwithstanding any other action whatsoever, the Chair shall be able to:

- (i) establish the maximum amount of time allocated to each intervention, which shall initially be equal for all of them;
- (ii) agree, where appropriate, to extend the amount of time originally allocated to each shareholder for his/her intervention or reduce it, according to the purpose and content of the intervention;
- (iii) limit the floor granted to shareholders when he/she considers that an issue has been sufficiently discussed;
- (iv) request the participating shareholders to clarify issues when he/she considers that they have not been clearly explained during their intervention;
- (v) control shareholder interventions so that they are confined to the issues of the Meeting and they refrain from making inappropriate remarks or from exercising their right in an abusive or obstructive manner;
- (vi) tell the participating shareholders that the time for their intervention is about to finish so that they can sum up their speech and, when the time for their intervention has come to an end or if they keep on acting as described under (v) above, interrupt their speech;
- (vii) if the Chair considers that the shareholder's intervention may alter the normal course of the meeting, he/she may ask them to leave the place and, where appropriate, he/she may adopt the auxiliary measures deemed necessary to do so; and
- (viii) in the event any of the participating shareholders hopes to answer back, the Chair may grant the floor or otherwise, as he/she deems appropriate.

Article 22.- Right to information during the General Shareholders' Meeting

1. During shareholders' interventions, shareholders may orally request: the information or explanations they consider necessary regarding agenda items; publically available information that the Company has provided, where applicable, the CNMV since the last General Shareholders' Meeting was held; or information about the auditor's report. To do so, the shareholder must first identify himself/herself pursuant to the provisions in article 20 above.
2. The directors will be obliged to furnish the requested information, pursuant to section 1 above, in the way and within the terms prescribed by the law, except in the cases indicated in article 11 of these Regulations.

Article 23.- Extension and adjournment of the General Shareholders' Meeting

1. The General Shareholders' Meeting may agree to extend the meeting over one or more consecutive days, when so proposed by the directors or by a number of shareholders representing, at least, one fourth of the share capital attending the meeting. Regardless of the number of sessions, the Meeting shall be considered as one, with only one set of minutes being drafted for all of the sessions. Therefore, it shall not be necessary to repeat compliance with the requirements set forth by law, the Statute or these Regulations in the following sessions for its valid constitution. If any of the shareholders included on the attendance record do not subsequently attend the following sessions, the majorities required for the adoption of resolutions shall still be determined at the meetings based upon the data arising from that record.
2. Exceptionally, and in the event of disturbances that may significantly affect the orderly progress of the meeting or any other unusual circumstance that temporally prevents or hinders the normal progress of the meeting, the Chair may decide to adjourn the meeting

for the appropriate period of time required in order to re-establish the necessary conditions for its continuance. Likewise, the Chair may adopt the measures he/she deems appropriate to guarantee the safety of those present and to avoid the repetition of conditions preventing or hindering the normal progress of the meeting.

TITLE V – VOTING, DOCUMENTATION AND PUBLICATION OF RESOLUTIONS

Article 24.- Voting on resolutions

1. Once the Chair considers that a matter has been sufficiently discussed, it shall be put to a vote. The Chair shall be in charge of establishing the voting system he/she deems most appropriate and directing the resulting process, where applicable, in accordance with the implementing rules laid down in these Regulations.
2. The process for passing resolutions shall be carried out in accordance with the agenda included with the call of the meeting. In relation to each agenda item, votes shall be taken as follows: first, on the proposals made by the Board of Directors; and, second, on those proposed by other parties, in the order stipulated by the Chair. If there are any proposals relating to matters which the General Shareholders' Meeting resolve which have not been included in the agenda, the Chair shall decide when they are to be voted on and in which order.
3. Each item in the agenda shall be voted on separately. In addition, separate votes shall be taken on matters which are substantially independent, in particular (i) the appointment, ratification, re-election or removal of each director, which must be voted on individually, and (ii) when amending the Statute, those articles or groups of articles which are substantially independent. Once a proposal for a resolution has been approved, all other proposals relating to the same matter which are incompatible with it shall be automatically dismissed and no vote shall therefore be taken in relation to them.
4. It will not be necessary for the Secretary to explain or read out, in advance, any proposals whose wording was made available to shareholders prior to the Meeting or deemed appropriate by the Chair, in relation to either the full proposal or a part thereof. In any event, the attendees will be told the agenda item to which the proposal being voted on relates.
5. As a general rule and notwithstanding any alternative systems that the Chair may decide to implement due to the conditions or nature or content of the proposal, the counting of votes for the proposals for resolutions shall be carried out as follows:
 - (a) Affirmative votes shall be those corresponding to all shares attending the meeting, whether present and represented, deducting (i) those votes corresponding to the shares whose holders or representatives have cast a vote against, protest votes or those abstaining from voting by communicating their vote or the abstention to the Secretary, the public notary or the staff assisting them, so that it can be placed on record; (ii) votes corresponding to the shares whose holders have cast a vote against, a protest vote or have expressly stated their abstention from voting, via the distant communication means mentioned in section 6 below of this article, if applicable; and (iii) votes corresponding to shares whose holders or representatives have left the meeting before the voting for the resolution proposal took place and who have recorded that fact with the Secretary, the public notary or the staff assisting them.
 - (b) Communications or statements to the Secretary, the public notary or the staff assisting them, referred to in the preceding section and related to the way votes are cast or manner that abstentions can be carried out individually, for each

proposal, or jointly, for several or all of them. The communication or statement can be carried out by stating to the Secretary, the public notary or the staff assisting them, the identity and status (shareholder or representative) of the person making the communication or statement, the number of shares referred to and the nature of the vote cast or the abstention, as the case may be.

- (c) To adopt any resolution, the shares of shareholders that, under the law or the Statute, may not exercise their right to vote shall not be regarded as attending or being represented by proxy. As such, these shares will be struck from the list of attendees for the purposes of calculating majorities.
 - (d) To adopt resolutions related to matters not included on the agenda, the shares of shareholders who have participated in the Meeting via remote voting systems shall also not be considered to be shares, whether present or represented, attending the Meeting.
6. Among the alternative voting systems, insofar as it is technically possible and compliance with all legal conditions is guaranteed, the Board of Directors may establish electronic vote counting systems.
 7. To the fullest extent allowed by law, it will be possible to divide votes so that financial agents who appear as legitimate shareholders acting on behalf of different clients may cast their vote in conformity with their clients' instructions.

Article 25.- Issue of long-distance votes

Pursuant to article 9 of these Regulations, the call of the Meeting allows the possibility of casting votes remotely via one or several remote voting systems and, subject to the specific instructions the call establishes for each system for the vote to be valid and hence accepted by the Company, the document on which the vote is recorded shall include, at least, the following information:

- (a) the date on which the Meeting is held and the agenda;
- (b) the shareholder's identity;
- (c) the number of shares held by the shareholder; and
- (d) a statement of the way the vote is cast in respect of each agenda item.

Article 26.- Adoption of resolutions and end of the Meeting

1. Resolutions will be passed by a simple majority vote of the shareholders present, either personally or by proxy, in the General Shareholders' Meeting. A resolution will be regarded as passed when there are more votes in favour than votes against in the share capital personally present or represented by proxy, except for the circumstances in which the law or the Statute stipulate a greater majority. Each share confers one vote.
2. The Chair will declare the resolutions approved once there is record that sufficient affirmative votes exist, in addition to recording in the minutes, the way that the shareholders attending the meeting have voted or their abstention from voting if so indicated to the Secretary or, if applicable, the public notary or staff assisting him/her.
3. Once voting for the resolution proposals is over and the result is proclaimed by the Chair, the Meeting will conclude and the Chair will adjourn the meeting.

Article 27.- Minutes of the General Shareholders' Meeting

1. General Shareholders' Meeting resolutions shall be recorded in minutes set out or copied into the minute book. The public notary's certificate will be deemed to constitute

the meeting minutes and will not need to be approved. Where the meeting minutes have not been drawn up by a public notary, they must be approved by the Meeting itself immediately after the session or, in default thereof, by the Chair of the Meeting and two supervisors, one representing the majority and one for the minority, within fifteen days.

2. The Board of Directors may require that a public notary be present to take the meeting minutes, and shall always be under an obligation to do so when so requested by a number of shareholders representing at least one percent of the share capital at least five days prior to the scheduled date of the meeting. The public notary's certification shall be deemed to constitute the meeting minutes in either case.
3. The minutes of the General Shareholders' Meeting must reflect the matters discussed, the votes taken and the resolutions passed.

TITLE VI – APPROVAL, DISCLOSURE AND EFFECTIVE TERM

Article 28.- Approval, disclosure and effective term of the Regulations

1. The General Shareholders' Meeting shall be in charge of approving these Regulations and the amendments thereof.
2. After approval thereof, these Regulations shall be recorded with the Commercial Registry and they shall be included on the Company website.
3. The Regulations shall be effective indefinitely as from the date of approval by the General Shareholders' Meeting and shall apply to all of the General Shareholders' Meetings called after the meeting at which their approval was resolved.”

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