

REQUIREMENTS AND PROCEDURES TO PROOF OWNERSHIP OF THE SHARES, ATTENDANCE TO THE GENERAL MEETING'S RIGHTS AND THE SHAREHOLDERS RIGHT TO EXERCISE THEIR VOTING RIGHT OR CAST THEIR VOTE BY PROXY

1. PROOF OF OWNERSHIP OF THE SHARES AND RIGHT TO ATTEND THE MEETING

Shareholders who own any number of shares shall have the right to attend the General Shareholders' Meeting provided that the shares are registered in their name in the book-entry register at least five (5) days prior to the day on which the General Shareholders' Meeting is to be held. If a shareholder exercises the shareholder's right to vote using remote means of communication, such shareholder must also meet this condition at the time of casting their vote.

In addition, to attend the General Shareholders' Meeting, the shareholder must have the corresponding attendance card, certificate issued by the entity in charge of the book-entry register, as applicable, or the document showing that they are a shareholder pursuant to law.

Those shareholders who attend personally or through their proxy representative at the place of the General Shareholders' Meeting on the date thereof shall present their attendance card pursuant to the provisions of these Regulations.

In addition, those shareholders who wish to vote by remote means of communication must prove their identity and shareholder status in the manner determined by the Board of Directors in the call to meeting.

2. RIGHT TO PROXY REPRESENTATION

A. Right to proxy representation

Without prejudice to attendance by corporate shareholders through individuals having the power to represent them, all shareholders with the right to attend may be represented at the General Shareholders' Meeting by another person, whether or not such person is a shareholder of the Company.

A proxy is always revocable. Generally, the last action of the shareholder prior to the holding of the General Shareholders' Meeting shall be deemed valid if the certainty of the date can be shown. If no such certainty exists, the vote of the shareholder shall prevail over the proxy. In any event, personal attendance at the General Shareholders' Meeting by the shareholder shall have the effect of revoking the proxy.

Without prejudice to the provisions of Section 187 of the Companies Act, a proxy must be provided specifically for each General Shareholders' Meeting, either in writing or by the use of remote means of communication expressly provided for by the Board of Directors in the call to meeting, provided that such proxy meets the requirements set forth in such call and in any event duly assures the identity of the shareholder being represented and the proxy-holder.

B. Proxy provided by postal correspondence

If a proxy is given by postal correspondence, it shall be provided by postal mail by sending to the Company an attendance card duly signed and completed by the shareholder and issued by the entity or entities responsible for the book-entry register, or by other written means that, in the opinion of the Board of Directors recorded in a resolution adopted in advance for such purpose and duly published, allows for the identity of the shareholder granting their proxy and the proxy-holder to be duly verified.

C. Proxy provided by remote means of electronic communications

If a proxy is given by electronic communications, it shall only be valid if provided by a remote means of electronic communication that duly guarantees the validity of the proxy granted and the identity of the shareholder being represented. A proxy granted by these means shall be accepted if the electronic document by which it was granted includes the legally recognized electronic signature used by the shareholder being represented or other type of signature deemed by the Board of Directors to meet the appropriate guarantees of authenticity and identification of the shareholder granting the proxy.

D. Public solicitation for proxies

In cases in which the directors of the Company, the depositaries of the securities or the entities responsible for the book-entry register request a proxy for themselves or for a third party and, in general, as long as the request is made publicly, the rules contained in the Companies Act and the regulations in implementation thereof shall apply. In particular, in addition to the items described in Article 13 of the Regulations for the General Shareholders' Meeting, the document evidencing the proxy must contain an indication of the direction for the proxy-holder to vote if specific instructions are not given, subject in all cases to the provisions of law.

A public solicitation for proxies shall be deemed to have occurred if a single person holds proxies for more than three shareholders.

E. Rules for granting a proxy by the use of remote means of communication

In order to be valid, a proxy granted by any of the means of remote communication referred to in (B) and (C) above must be received by the Company before midnight (24:00) of the day preceding the day provided for holding the General Shareholders' Meeting on first call. The Board of Directors may set a shorter time period in accordance with the provisions of the Bylaws.

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In addition, documents showing proxies for a General Shareholders' Meeting must include at least the following information:

- i. The date of the General Shareholders' Meeting and the agenda.
- ii. The identity of the shareholder granting the proxy and of the proxy-holder. If not specified, it shall be deemed that the proxy has been granted interchangeably in favor of the Chair of the Board of Directors, the chief executive officer (if any) or the Secretary of the Board of Directors, or any other member of the Board particularly determined for such purpose upon each call to meeting.
- iii. The number of shares owned by the shareholder granting the proxy.

- iv. Instructions on the direction of the vote of the shareholder granting the proxy regarding each of the items on the agenda.

The Chair of the General Shareholders' Meeting or the persons appointed thereby shall be deemed to have the authority to determine the validity of proxies granted and compliance with the requirements to attend the General Shareholders' Meeting.

The provisions set forth in the preceding paragraphs shall not apply if the proxy-holder is the spouse or an ascendant or descendant of the shareholder granting the proxy, or if the proxy-holder has a general power of attorney granted by means of a notarial instrument setting forth the power and authority to manage all of the assets of the shareholder in Spain.

3. VOTING BY REMOTE MEANS OF COMMUNICATION

Shareholders with the right to attend may cast their vote on the proposals regarding the items included in the agenda of any type of General Shareholders' Meeting through the following remote means of communication:

A. By postal correspondence

Shareholders with the right to attend may cast their vote on the proposals regarding the items included in the agenda of any General Shareholders' Meeting by postal correspondence, by sending to the Company an attendance and voting card duly signed and completed by the shareholder and issued by the entity or entities responsible for the book-entry register, or by other written means that, in the opinion of the Board of Directors recorded in a resolution adopted in advance for such purpose and duly published, allows for the identity of the shareholder casting their vote to be duly verified.

B. By other means of remote electronic communication

Shareholders with the right to attend may cast their vote on the proposals regarding the items included in the agenda of any type of General Shareholders' Meeting by other means of remote electronic communication, provided that the electronic document being used to cast the vote includes a legally recognized electronic signature used by the requesting party or other type of electronic signature that the Board of Directors deems to provide appropriate guarantees of authenticity and identification of the shareholder exercising their voting right, in accordance with a resolution previously adopted and duly published for such purposes.

C. Rules for voting by remote means of communication

Votes cast by means of the systems described in the preceding paragraph shall only be valid if they are received by the Company before midnight (24:00) on the day immediately prior to the date set for the holding of the General Shareholders' Meeting on first call. The Board of Directors may set a shorter deadline for receiving absentee votes.

Shareholders who cast absentee votes under the terms described in this article shall be deemed present for purposes of the establishment of a quorum at the respective General Shareholders' Meeting. Consequently, any proxies granted earlier shall be deemed to be revoked and those granted afterwards shall be deemed to have not been issued.

The absentee votes described in this article may only be nullified:

- i. By subsequent express revocation made by the same means of communication used to cast the vote within the period established for so doing.

- ii. By attendance at the meeting of the shareholder casting the vote.
- iii. By the sale of shares with voting rights if the Company learns of the transaction at least five (5) days before the date on which the General Shareholders' Meeting is to be held.

The Board of Directors is authorized to further elaborate upon the above provisions and to establish the rules, means of communication and procedures permitted by current technology to implement voting and proxy delegation by electronic means, in accordance with any legal provisions applicable to this system and the provisions of the Bylaws and these Regulations. Such means and procedures shall be posted on the Company's website. The Board of Directors shall adopt the measures necessary to ensure that shareholders who cast a vote or confer a proxy by mail or electronic means are duly authorized to do so in accordance with the provisions of the Bylaws and these Regulations.

Absentee voters shall be added to the attendance list by combining the digital information in which they are recorded with the rest of the list. If the list is created using a file of attendance cards, then the combined information shall be set forth in a paper document that contains the same information as the cards for each shareholder who has voted by electronic or data transmission means, without prejudice to storing the vote on long-lasting digital media.

4. CASTING OF VOTES BY INTERMEDIARIE

Intermediaries appearing as shareholders by virtue of the book-entry register of shares but who act on behalf of various shareholders may in any event divide the vote and cast it in different directions in accordance with different voting instructions they may receive.

Intermediaries may also delegate the vote to each of the indirect holders or to third parties designated thereby, without limiting the number of proxies granted.

All of the foregoing is deemed to be without prejudice to the rules applicable to the relations between financial intermediaries and their customers for purposes of exercising voting rights in accordance with the provisions of law.