

## **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 24 of the Articles of Incorporation and article 15 bis of the Rules of the General Meeting of Shareholders, shareholders may vote on motions relating to items on the Agenda by postal mail, electronic mail or any other means of distance communication that duly guarantees the shareholder's identity, in accordance with the following instructions.

##### **I.1.- Vote 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 card, duly completed and signed, must be sent to the company by any of the following procedures:

- a) By delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (c/ Federico Salmón, 13, 28016 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 wishing to vote by electronic means may do so via the Company's website, "Shareholders and investors", following the instructions there.

Votes by electronic means must be cast using a recognised electronic signature or an advanced electronic signature in 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de Certificación Española (CERES), an agency of the Spanish Mint (Fábrica Nacional de la Moneda y Timbre) that has not been revoked, or (ii) the recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005, of 23 December, regulating the issuance of national identity cards and their electronic signature certificates.

Any shareholder having an electronic signature that meets one of the above requirements and identifies him/herself with it 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 19 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, electronic mail or any other means of distance communication that duly guarantees the shareholder's identity, 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.

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 procedures:

- a) By delivery at the Company's registered offices (c/ Balmes, 36, 08007 Barcelona) or its Madrid offices (c/ Federico Salmón, 13, 28016 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.2.- Granting proxy by electronic means.**

Shareholders wishing to grant proxy by electronic means may do so via the Company's website, "Shareholders and investors", following the instructions there.

Proxies granted by electronic means must be granted using a recognised electronic signature or an 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) the recognised electronic certificate incorporated into the electronic National Identity Card issued under Royal Decree 1553/2005, of 23 December, regulating the issuance of national identity cards and their electronic signature certificates.

Any shareholder having an electronic signature that meets one of the above requirements and identifies him/herself with it may grant proxy via the website.

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

A shareholder wishing to grant proxy by means of distance communication must notify the designated representative accordingly, and the latter must place his/her acceptance on record. For this purpose, on the date and at the venue of the General Meeting, designated proxies must identify themselves with their National Identity Card or passport, and submit the hard copy of the proxy granted by postal mail or electronic means, duly signed by the proxy and the principal.

Where the shareholder gives voting instructions, the proxy will vote accordingly, and is obliged to retain the instructions for one year from the meeting date.

The proxy may also cover items that, though not envisaged in the Agenda, can legally be transacted by the General Meeting.

Proxies can vote only if they attend the General Meeting in person.

When a proxy is granted to the Chairman or any other member of the Board of Directors, including the Secretary, the proxy will be deemed to have been notified when it is received by the Company.

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

For the purposes of articles 523 and 526 of the Companies Capital 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 5 of the agenda, only in the specific case of directors whose reappointment is being proposed; (ii) with regard to items 8.1. and 8.2 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 notice of meeting and must be received by the Company at its registered office or through its website at least twenty-four (24) hours before the time scheduled for the General Meeting, i.e. before 16:00 hours on 22 May 2013.

Proxies and votes received after that time will be treated as void.

After the aforementioned deadline, the Company will only admit proxies granted in writing via attendance cards presented at the shareholder registration desks in the place and on the date stated for the Shareholders' 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 proxies, and also any votes cast by means of distance communication.

Powers of proxy may always be revoked. In any case, the shareholder's attendance in person at the General Meeting shall revoke any proxy.

###### **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.**

In the event that a shareholder validly grants proxy of votes several times using different means of distance communication, the proxy and/or vote received last shall take precedence, and all those received earlier will be annulled.

##### **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 electronic voting and proxy mechanisms for technical or security reasons as necessary.

The Company accepts no liability for any damage caused to shareholders as a result of failures, overloads, line faults, disconnections, malfunction of postal mail or any other similar events outside the Company's control that prevent them from voting and granting proxy by means of distance communication.

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