

Requests for information by writing to the  
Board of Directors and answers

**2018**  
**Junta General de Accionistas**  
*Annual Shareholders' Meeting*

## Requests for information by writing to the Board of Directors and answers

QUESTIONS SUBMITTED ON 8 MAY. ANSWERS PROVIDED ON 8 MAY

Below please find answers to your questions.

**Question:** Could you explain the reason behind the proposal, under item four of the agenda of the Annual Shareholders' Meeting, to distribute a dividend charged to the share premium reserve for a total of 63 million euros?

**Answer:** The reason is to ensure that the shareholders receive the amounts set out in the company's Dividend Policy (available on the website). In other words, in accordance with the Dividend Policy, the company has undertaken to distribute a total dividend of 63 million euros during the 2018-2020 period, to be distributed against the annual results or, in the absence of profits, against the share premium reserve. More information on this point can be found on the company website (January-March 2018, Results Presentation, page 20).

**Question:** What is the maximum delegation amount for the issuance of bonds provided for in item eight of the agenda of the Annual Shareholders' Meeting?

**Answer:** The proposed resolution under item eight refers solely to the issuance of bonds convertible into shares, since the power to issue uncovered bonds lies with the Board of Directors.

The maximum amount, both to increase capital and issue bonds convertible into shares, is equivalent to half the company's share capital on the date of delegation; that is, 28,960,405 euros at nominal value (115,841,620 shares of 0,25 euros at nominal value). Therefore, the maximum amount issued in millions of euros will depend on the share price at the time the resolution is adopted. Point three of resolution eight clearly states that the maximum amount for the issuance of bonds, added to any capital increases that may be agreed upon, may not exceed, in nominal value, a half of the corporate capital. Furthermore, both the share capital increase and the issuance of bonds convertible into shares agreed upon, with the exception of the pre-emptive subscription rights, are limited to 20% of the share capital (i.e. 11,584,162 euros at nominal value), as set out in point 7 a) of resolution eight. More information on this resolution can be found in the corresponding section of the report by the Board of Directors on the company website.