



GENERAL SHAREHOLDERS MEETING 2019 - PROPOSED AGENDA

1^o.- Review and, if applicable, approval of the annual accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, of cash flow statement and notes to the financial statements) and management reports for both the company and the consolidated group for the 2018 financial year, and the proposed distribution of profits.

2^o.- Approval of the consolidated non-financial information for the year 2018.

3^o.- Approval of the Board of Directors' management of the company in the 2018 financial year.

4^o.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for the 2019 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Capital Companies Act.

5^o.- Remuneration of the Board of Directors.

5.1. Amendment of the directors' remuneration policy relating to fiscal years 2018, 2019 and 2020.

5.2. Non- binding voting on the Annual Report on Remuneration of the Directors.

6^o.- Appointment and re-election of directors:

6.1. Appointment of Ms Béatrice de Clermont-Tonnerre as a director, with the category of independent director.

6.2. Re-election of Mr. Dominique Marie Philippe D'Hinnin as a director, with the category of independent director.

6.3. Re-election of Mr Roberto Lázaro Alcántara Rojas as a director, with the category of proprietary director.

7^o.- Amendment to article 11.1. (Attendance and representation at the General Meeting) of the Bylaws.

8^o.- Amendment to article 7.1. (Right of Attendance) of the General Shareholders Meeting Regulations.

9^o.- Delegation of authority to the Board of Directors, with express powers of substitution, to increase capital, on one or more occasions, with or without share premium (with the power to exclude pre-emption rights, if any, up to a limit of 20% of the share capital), on the terms and conditions and at the times

contemplated in Article 297(1)(b) of the Capital Companies Act. Revocation, in the unused part, of the authorisation granted in this same sense at the General Shareholders Meeting of 25 April 2018 under the point eight of the agenda therefore.

10º.- Delegation of Powers.