

ABERTIS INFRAESTRUCTURAS, S.A.

BOARD OF DIRECTORS REGULATIONS

Chapter I. PRELIMINARY

Article 1. Purpose

1. The purpose of these Regulations is to determine the principles of action for the Board of Directors of **Abertis Infraestructuras, S.A.**, the basic rules of its organisation and operation and the rules of conduct for its members.
2. The rules of conduct established in these Regulations for directors will apply, insofar as compatible with their specific nature, to the Company's senior management. For the present purposes, senior management shall be understood as those executives who report directly to the Board or to the Chief Executive Officer of the Company.

Article 2. Interpretation

These Regulations will be interpreted in accordance with the applicable legal and statutory regulations.

Article 3. Dissemination

1. Directors and senior management will be obliged to know these Regulations, comply with them and ensure their compliance. To this effect, the Board Secretary will provide each of them with a copy thereof.
2. The Board of Directors will adopt the appropriate measures so that the Regulations are available to shareholders and the investing public in general.

Chapter II. MISSION OF THE BOARD

Article 4. Mission

1. The actions of the Board of Directors in the interest of its shareholders and in compliance with its legal and statutory functions and those arising from these Regulations will be exercised while respecting, in particular, the requirements imposed by Law, complying in good faith with explicit and implicit contracts with workers, suppliers, financiers and customers and, in general, observing those ethical duties that are reasonably imposed by responsible business conduct.

2. The Board of Directors shall be empowered to manage and represent the Company under the terms provided in the Law on Capital Companies.
3. The Board of Directors may not delegate the following powers:
 - a) The overseeing of the effective operation of those committees that have been constituted and of the actions of the delegated bodies and of those executives it has appointed.
 - b) The preparation of annual accounts and the submission thereof to the General Meeting.
 - c) The preparation of any type of report legally required of the management body, provided that the operation to which the report refers cannot be delegated.
 - d) The appointment and dismissal of the Company's Chief Executive Officer, as well as establishing the conditions of their contracts.
 - e) The appointment and dismissal of those directors depending directly on the board or of any member thereof, as well as establishing the basic conditions of their contracts, including their remuneration, and the appraisal of their performance.
 - f) Those decisions pertaining to the remuneration of directors, within the statutory framework and, where applicable, the remuneration policy approved by the General Meeting.
 - g) Convocation of the Shareholders' General Meeting and the drafting of the agenda and the proposed agreements.
 - h) The policy relating to treasury stock.
 - i) Those powers that the General Meeting may have delegated to the Board of Directors, unless the latter has been expressly authorised by the former to sub-delegate the same.
 - j) The approval of the strategic and business plans, management objectives and annual budgets, as well as the investment and financing policies.
 - k) The corporate social responsibility policy, the dividend policy and any other general policy or strategy of the Company.
 - l) The determination of the risk control and management policy, including fiscal policies, and the monitoring of the internal IT and control systems.

- m) The determination of the corporate governance policy of the Company and of any group of which it may be the parent company.
- n) The organisation and operation of the Board of Directors and, in particular, the approval and modification of the Regulations thereof.
- o) The approval of the financial information which the Company, as it is listed, must publish periodically.
- p) The definition of the structure of the group of companies of which Abertis is the parent company.
- q) The establishment of the organisational structures of Abertis and its subsidiaries, and the appointment of the corresponding management staff.
- r) The approval of investments or operations of all types that, due to their high number or special characteristics, are of a strategic nature or entail a particular fiscal risk, except when their approval is incumbent on the General Meeting.
- s) The approval of the creation or acquisition of shares in entities with a special purpose or domiciled in countries or territories considered as being tax havens, plus any other transactions or operations of a similar nature that, due to their complexity, could damage the transparency of the Company and its group.
- t) The approval, subsequent to a report from the audit committee, of the operations that the Company, or the companies in its group, may conduct with directors, in the terms of Articles 229 and 230, or with shareholders, individually or jointly with others, with significant holdings, including shareholders represented on the Board of Directors of the Company or other companies in the same group, or with persons linked to the same. The affected Directors, or those which represent or are linked to affected shareholders, must abstain from participating in the deliberation and voting on the agreement in question. Only those operations for which the following three characteristics are present shall be exempt of this approval:
 - 1. they are carried out by virtue of contracts, the conditions of which are standardised and apply en masse to a large number of customers;
 - 2. they are carried out at general prices or rates set by whoever acts as the supplier of the good or service in question, and;
 - 3. their amount does not exceed one percent of the Company's annual income.
- u) The determination of the Company's fiscal strategy.

- v) Those decisions that one fifth of the directors request will be adopted by the Plenary Session of the Board.
- 4. Whenever there are duly justified emergency circumstances, the decisions indicated in section 1 of 529 c) of the Law on Capital Companies may be adopted by the bodies or delegated individuals, and these must be ratified in the first meeting of the Board of Directors held after the adoption of the decision.
- 5. The decisions provided for in letters e), j), m), p), q), r), s), t) and v) in Section 3 above, and those that require a reinforced voting quorum in accordance with the provisions of the section 6 below, before being submitted to the Plenary Session of the Board must be debated by the Executive Committee, at least 3 days prior to submission to the Plenary Session of the Board, except in emergencies that must be evaluated by the appropriate Executive Committee and the Plenary Sitting of the Board with the favourable vote of 2/3 of its members present or represented, which will prevent the compliance with the said term.
- 6. The Board will be validly constituted when the majority of its members attend the meeting, either present or represented.

In order to adopt resolutions, the favourable vote of the absolute majority of attending directors, whether present or represented, will be necessary, except a) in the case of the permanent delegation of any power by the Board of Directors to the Executive Committee or the Chief Executive Officer and the appointment of the administrators who have to hold such positions, as well as the designation of Abertis' general managers, for which the favourable vote of two thirds of the Board will be necessary, and b) when referring to the following subjects, when the favourable vote of over two thirds of the directors, present or represented, will be necessary:

- (i) Proposals for the transformation, merger, split or dissolution of the Company, the global transfer of its assets and liabilities, the addition of a new line of business, changes to the business object and an increase or decrease in the share capital.
- (ii) Proposals for decisions that affect the number of directors, the creation of Board of Directors' Committees, the appointment to posts therein and the proposal for posts in the Boards of Directors of Company subsidiaries and investee companies.
- (iii) Investments and disinvestments when they exceed the greater of the following figures: a) two hundred million (200,000,000) euros, and b) a figure equivalent to five percent (5%) of the Company's own resources.
- (iv) The approval and modification of the Board Regulations.

Chapter III. COMPOSITION OF THE BOARD AND DIRECTOR CATEGORIES

Article 5. Qualitative composition

1. The Board of Directors, in exercising its powers of proposal to the General Meeting and of co-option for covering vacancies, will ensure that external or non-executive directors represent a vast majority in its composition, compared to the executive directors.

The Board of Directors must ensure that the procedures for selecting its members favour diversity in terms of gender, experience and knowledge, and do not suffer from implicit biases which may imply any discrimination and, in particular, that they facilitate the selection of female directors.

2. The Board will also ensure that the majority group of external directors includes holders, or those who represent the interests of the holders, of significant stable shares in the Company's capital (directors representing substantial shareholders) and well-renowned people who are not related to the team or to the substantial shareholders (independent directors).
3. With the aim of establishing a reasonable balance between the directors representing substantial shareholders and the independent directors, the Board will consider the structure of the Company's property, the importance in absolute and comparative terms of the significant shareholdings, and the degree of permanency, compromise and strategic connections between the Company and the holders of said significant shareholdings.

Article 6. Director categories

- a) Executive directors: those directors who have management duties in the Company, or the group thereof, whatever the legal relationship he/she may have with the same. Notwithstanding, those directors who belong to the senior management or directors of companies in the parent company's group shall be considered as directors representing substantial shareholders on the board.

Similarly, whenever a director performs management duties and, at the same time, is or represents a significant shareholder, or the director is represented on the Board of Directors, they shall be considered to be an executive director.

- b) Non-executive directors: all other directors of the Company, who may be directors representing substantial shareholders, independent directors or other external directors.
- c) Directors representing substantial shareholders: those who have a shareholding equal to or greater than that legally considered significant,

or who have been designated through their status as shareholders, even if their shareholding does not reach the aforesaid amount, as well as those who represent any of the aforementioned shareholders.

- d) Independent directors: those who, appointed according to their personal and professional circumstances, can perform the duties inherent to the post without being conditioned by relationships with the Company or its group, its substantial shareholders or its executives.
- e) Other external directors: those who are neither executives nor meet the conditions for being directors representing substantial shareholders or independent directors.

For the purposes of their registration in the Mercantile Register, the resolution of the General Meeting or the Board of Directors, as appropriate, must state the director's category.

Article 7. Incompatibilities for being an independent director

1. Those individuals who find themselves in any of the following situations may not, under any circumstances, be considered independent directors:
 - a) Those who have been employees or executive directors of group companies, unless three or five years, respectively, have elapsed since the end of said relationship.
 - b) Those who receive from the Company, or the group thereof, any sum or benefit other than remuneration as a director, unless this is not significant for the director. In this regard, neither dividends nor pension supplements received by the director owing to his/her previous professional or work relationship shall be taken into account, provided that said supplements are of an unconditional nature and, consequently, the Company cannot suspend, modify or revoke the accrual thereof at its discretion without breaching its obligations.
 - c) Those who are, or have been over the last three years, partners of the external auditor or responsible for the audit report, when the audit in question was carried out during said period in the company, or any other company in its group.
 - d) Those who are executive directors or members of the senior management of a different company in which an executive director or member of the Company's senior management is an external director.
 - e) Those who maintain, or have maintained during the last year, a significant business relationship with the Company or any other group company, either in his/her own name or as a significant shareholder, director or member of the senior management of a company which maintains or has maintained such a relationship.

Business relationships shall be understood as those of a supplier of goods or services, including financial services, and those of an advisor or consultant.

- f) Those who are substantial shareholders, executive directors or members of the senior management of a company which receives, or has received over the last three years, donations from the Company or from its group.

This letter shall not include anyone who is simply a trustee of a foundation which has been a recipient of donations.

- g) Spouses, equivalents, or relations to the second degree of kinship of an executive director or member of senior management of the Company.
 - h) Those who have not been proposed, either through appointment or renewal, by the Appointments and Remuneration Committee.
 - i) Those who have been directors for a continuous period in excess of twelve years.
 - j) Those who, with regard to any shareholder who is significant or represented on the Board, find themselves in any of the situations stipulated in paragraphs a), e), f) or g) above. In the event of a relationship of kinship referred to in paragraph g), the limit shall apply not only with regard to the shareholder, but also with regard to their directors representing substantial shareholders on the Board of Directors in the investee company.
2. Those directors representing substantial shareholders who lose said status as a consequence of the sale of the stake by the shareholder they represented may only be re-elected as independent directors when the shareholder they were representing up until such time has sold all of his/her shares in the Company.
 3. A director who has a shareholding in the Company may have the status of independent director provided he/she meets all the conditions established in this Article and, in addition, his/her shareholding is not significant.

Article 8. Quantitative composition

1. The Board of Directors will be comprised of the number of directors determined by the General Meeting, within the limits set by the Company's Corporate Bylaws.
2. The Board shall propose to the General Meeting the number which, in accordance with the changing circumstances of the Company, is most

appropriate in order to guarantee the correct representation and efficient operation of the Board.

Chapter IV. STRUCTURE OF THE BOARD OF DIRECTORS

Article 9. The Chair of the Board

1. The post of Chair of the Board of Directors may be taken by an executive director, in which case, the appointment of the Chair shall require the favourable vote of two thirds of the Board of Directors. In the event that the Chair has the status of executive director, the Board of Directors, with the abstention of the executive directors, must necessarily appoint from among the independent directors a coordinating director, who will be specially empowered to request the convocation of the Board of Directors or the inclusion of new points into the agenda of a previously convened Board meeting, to coordinate and bring together the non-executive directors and to direct, where applicable, the periodic evaluation of the Chair of the Board of Directors.
2. The Chair of the Board of Directors shall be elected from among the members thereof, subsequent to a report being issued by the Appointments and Remuneration Committee. The Chair shall have the powers provided for by Law, the Corporate Bylaws, these Regulations, and those which, in each case, may be entrusted to him/her by the Board.
3. The Chair shall have the ordinary duty of calling and chairing the meetings of the Board of Directors, of preparing the agenda and of directing the discussions and deliberations, and he/she must stimulate the debate and the active participation of the directors during the sessions, ensuring they are free to adopt positions. The Chair shall also ensure that the directors receive sufficient prior information to be able to deliberate on the points in the agenda.
4. The delegation of powers to the Chair, when these are not usually exercised by him/her, will not entail him/her no longer being considered an external director.
5. The Chair is responsible for chairing the Shareholders' General Meeting.

Article 10. The Vice-Chair

The Board, subsequent to a report from the Appointments and Remuneration Committee, may appoint one or more Vice-Chairs who will stand in for the Chair when the latter cannot act for any reason.

Article 11. The Secretary of the Board

1. The Secretary of the Board of Directors may or may not be a director.
2. The Secretary shall have the following duties:
 - a) To keep the documentation of the Board of Directors, to keep a record in the minutes book of the development of the sessions and to attest to the content thereof and the resolutions adopted.
 - b) To ensure that the actions of the Board of Directors are compliant with the applicable regulations and are in line with the Corporate Bylaws and all other internal regulations.
 - c) To assist the Chair in ensuring that the Directors receive the relevant information in a suitable format and sufficiently in advance to be able to exercise their duties.
3. The Secretary will be appointed and dismissed by the Plenary Session of the Board, subject to a report, in both cases, by the Appointments and Remuneration Committee.

Article 12. The Vice-Secretary of the Board

The Board of Directors, subsequent to a report from the Appointments and Remuneration Committee, may appoint a Vice-Secretary, who may or may not be a director, for the purpose of assisting the Secretary of the Board of Directors in the performance of this function, or to substitute him/her in the case of his/her absence.

Article 13. Delegated bodies of the Board of Directors

1. Without prejudice to the delegation of powers made individually to the Chair, or to any other director, and the power that s/he has to form Delegated Committees for specific areas of activity, the Board of Directors may set up an Executive Committee with general powers of decision, and in any case, shall appoint an Audit and Review Committee and an Appointments and Remuneration Committee; the last two committees solely with powers of information, monitoring, guidance and making proposals in those matters determined by the articles below.
2. Without prejudice to duties indicated in Article 16, the Appointments and Remuneration Committee will assess the profile of the people most suitable to make up the various Committees and will present the corresponding proposals to the Board. In all cases, it will take into consideration the suggestions made by the Chair and the Chief Executive Officer.
3. With the exception of the provisions of the Corporate Bylaws and these Regulations, the Committees may regulate their own operation. Unless

specifically provided for, the operating rules established in these Regulations concerning the Board of Directors will apply, provided these are compatible with the nature and function of the corresponding committee.

4. The Board of Directors may also constitute as many other committees as it deems necessary, as well as any other bodies which may perform duties of guidance or consultation for territorial implementation, it being able to establish, where applicable, the remuneration thereof.

Article 14. Executive Committee

1. The Board may appoint an Executive Committee, which will be composed of the number of directors determined in each case by the Board of Directors, within the minimum and maximum provided for by the Corporate Bylaws, adhering to the criteria indicated in Article 5 of these Regulations and reflecting the composition of the Board as far as possible.
2. The Chair and the Chief Executive Officer will be members thereof.
3. The adoption of the decision to appoint members of the Executive Committee and the delegation of powers will require the favourable vote of at least two thirds of the members of the Board of Directors.
4. The Chair of the Board of Directors will act as Chair of the Executive Committee and its secretary will be the Secretary of the Board, assisted by the Vice-Secretary.
5. The Executive Committee will exercise the powers delegated to it by the Board of Directors.
6. The decisions of the Executive Committee will be adopted by the favourable vote of the absolute majority of those attending the session, present or represented, except when the following matters are referred to, in which the favourable vote of over two thirds of the Committee members present or represented at the session will be necessary:
 - a) Proposals for the transformation, merger, split or dissolution of the Company, the global transfer of its assets and liabilities, the addition of a new line of business, changes to the business object and an increase or decrease in the share capital.
 - b) Proposals for resolutions that affect the number of directors, the creation of Board of Directors' Committees, the appointment to posts therein and in its Committees and the proposal for posts in the Boards of Directors of subsidiary and associated companies.
 - c) Investments and disinvestments when they exceed the greater of the following figures: a) two hundred million (200,000,000) Euros, and b)

a figure equivalent to five percent (5%) of the Company's own resources.

Article 15. Audit and Review Committee

1. The Board of Directors will appoint from among its members an Audit and Review Committee composed of five (5) members, all of whom must be non-executive directors. At least two of the members of the Audit and Review Committee will be classified as independent directors and one of them shall be appointed in accordance with his/her knowledge and experience in accountancy, auditing or both.
2. Without prejudice to any other duties assigned to it by the governing legislation or the Board Regulations, the Audit and Review Committee shall have the following minimum responsibilities:
 - a) To present to the Board of Directors, for submission to the Shareholders' General Meeting, the proposals for the selection, designation, re-election and replacement of statutory auditors or audit firms, the contracting conditions, the scope of the professional mandate and, where appropriate, the revocation or non-renovation, all in accordance with the applicable regulations, as well as to regularly gather information from them about the audit plan and the conduct thereof and preserve its independence in the performance of its duties.
 - b) To inform the General Meeting regarding questions that arise within the Committee regarding its competencies.
 - c) To review the Company accounts, monitor compliance with legal requirements and the correct application of generally accepted accounting principles, and report on the proposals for the modification of the accounting principles and criteria suggested by the management.
 - d) To serve as a channel of communication between the Board of Directors and the auditors or auditing companies, to evaluate the results of each audit and the responses of the management team to their recommendations and to mediate in the event of discrepancies between the two with regard to the applicable principles and policy in the preparation of the financial statements.
 - e) To monitor the effectiveness of the internal controls of the Company and the internal auditing services, verifying their suitability and integrity and reviewing the appointment and replacement of its officers, supervise the appropriate monitoring and control measures to prevent criminal offences, the risk management systems, including tax risks, and the systems to manage compliance with all applicable legislation, as well as debating with auditors any significant

weaknesses of the internal review system detected while carrying out the audit.

- f) To monitor the process of preparing and presenting the required financial information.
- g) To supervise the execution of the auditing contract, ensuring that the opinion on the annual accounts and the main contents of the audit report are drawn up clearly and precisely.
- h) To supervise a mechanism which allows employees to confidentially report potentially relevant irregularities detected inside the Company, especially those regarding finance and accounting, as well as those which may constitute a criminal responsibility for the Company.
- i) To establish the appropriate relations with the auditors or auditing companies in order to receive information on issues which may prejudice their independence, to be studied by the Committee, and any other information relative to the auditing of the accounts, as well as any other notifications envisaged in the legislation and technical regulations concerning the auditing of accounts. In all cases, written confirmation shall be received annually from the auditors or auditing companies of their independence from the entity or entities that are directly or indirectly related to the Company, as well as information on any additional services provided to these entities and the corresponding fees received by these auditors or auditing companies, or by persons or entities linked to these, in accordance with Royal Decree 1/2011, of 1 July, which approves the revised text of the Law on Accounts Auditing.
- j) To issue, on an annual basis, prior to the issue of the Audit Report, a report expressing an opinion on the independence of the auditors or auditing companies. In all cases, this report must express an opinion on the valuation of the provision of the additional services referred to in the foregoing paragraph, considered individually and as a whole, other than those related to legal auditing and regarding independence or the regulations governing auditing.
- k) To consider the proposals made by the Chair of the Board of Directors, the Board members and Company directors or shareholders.
- l) To inform the Board of Directors in advance of the financial information that the Company must periodically make public, the creation or acquisition of shares in entities with a special purpose or domiciled in countries or territories considered as being tax havens and transactions with parties linked thereto, and any other matter set forth in the law, the Corporate Bylaws and the Board of Director's Regulations.

- m) Provide information in relation to the transactions that involve or could involve conflicts of interest, and in general, on the subjects considered in Chapter IX of these Regulations.
- n) To supervise, where appropriate, compliance with any internal protocol on relations between the Company and the company or companies from its group that are listed on the stock market.

The above responsibilities are stated by way of example, without prejudice to any others that may be conferred upon the Committee by the Board of Directors or by the regulations governing account auditing.

3. The Audit and Review Committee will meet as many times as necessary for the execution of its functions and will be convened by its Chair, either on his/her own initiative or at the request of the Chair of the Board of Directors, or of three (3) members of the committee itself.
4. The Board will likewise determine who will hold the position of Chair from the independent directors on the Committee, who will be substituted every four years, being able to be re-elected once a period of one year has elapsed since his/her resignation. The Committee itself will appoint a Secretary and may appoint a Vice-Secretary, neither needing to be members thereof.
5. Any member of the management team or Company personnel will be obliged to attend the Committee's sessions and to provide them with his/her assistance and access to the information s/he has available, if so requested. The Committee can also request that the Company's auditors attend its sessions.

Article 16. Appointments and Remuneration Committee

1. The Appointments and Remuneration Committee will comprise non-executive directors in the number determined by the Board of Directors, at least two of which should be independent directors, and its composition will reasonably reflect the relationship existing in the Board between directors representing substantial shareholders and independent directors.
2. The Appointments and Remuneration Committee shall have the following basic duties:
 - a) To assess the competencies, knowledge and experience required of the Board of Directors. To this end, the Committee will establish the duties and aptitudes which candidates must have to cover each vacancy and will assess the time and dedication required for them to effectively carry out their role.

- b) To establish a representation goal for the gender which is least represented on the Board of Directors and prepare guidance on how to achieve said goal.
- c) To submit to the Board of Directors the proposals for the appointment of independent directors so they can be appointed by co-option or submitted to the decision of the Shareholders' General Meeting, as well as the proposals for the re-election or replacement of said directors by the Shareholders' General Meeting.
- d) To announce the proposals for the appointment of the rest of the directors so they can be appointed by co-option or submitted to the decision of the Shareholders' General Meeting, as well as the proposals for their re-election or dismissal by the Shareholders' General Meeting.
- e) To announce the proposals for the appointment and dismissal of senior executives and the basic conditions of their contracts.
- f) To announce, in advance, the appointments of the Chair by the Board of Directors and, where appropriate, of one or more Vice-Chairs, as well as the appointment of the Secretary and, where appropriate, the Vice-Secretary. The same procedure shall be followed to agree on the dismissal of the Secretary and, where appropriate, the Vice-Secretary.
- g) To examine and organise the succession of the Chair of the Board of Directors and of the Company's Chief Executive Officer and, where appropriate, submit proposals to the Board of Directors so that said succession is carried out in an orderly and planned manner.
- h) To propose to the Board of Directors the remuneration policy for the directors and the general managers or those employees who carry out senior management duties, as well as the individual remuneration and other contractual conditions of the executive directors, ensuring compliance therewith.
- i) To periodically review the remuneration programmes, considering their suitability and returns.
- j) To propose to the Board of Directors the preparation of an annual report on the remuneration of its directors in the terms established by law, to be submitted to an advisory vote in the Shareholders' General Meeting.
- k) To consider the suggestions made to it by the Chair, directors, Company managers or shareholders.

- l) To inform the Board of Directors of all the matters set forth in the law and the Corporate Bylaws.
3. The Appointments and Remuneration Committee will meet every time the Board or its Chair requests a report be issued or proposals adopted and, in any case, whenever it is deemed advisable for the proper execution of its duties. It will be convened by the Chair of the Committee, either on his/her own initiative or on the request of the Chair of the Board of Directors or of two members of the Committee itself.
4. The Board will appoint a Chair from among the Committee's independent directors. The Committee itself will appoint a Secretary and may appoint a Vice-Secretary, neither needing to be directors.

Article 17. The Corporate Social Responsibility Committee

1. The Corporate Social Responsibility Committee shall comprise five (5) non-executive directors. The majority of its members must be independent directors and the Committee must be chaired by one of said directors. The members of this Committee shall be appointed taking into consideration their knowledge, skills and experience in matters pertaining to corporate social responsibility.
2. Without prejudice to the other tasks assigned to it by the Board, the Corporate Social Responsibility Committee shall have the following basic responsibilities:
 - a) To report to the Board on the general policy, objectives and programmes relating to corporate social responsibility; to ensure the adoption and effective application of the aforesaid corporate social responsibility policy; to monitor the degree of compliance with the same and with corporate social responsibility strategy and practices; and to review the aforesaid policy, ensuring that it is orientated toward value creation.
 - b) To oversee and evaluate the process of establishing relations with the different stakeholders.
 - c) To coordinate the process of reporting on non-financial information and on diversity, pursuant to the applicable regulations and in line with international reference standards.
 - d) To review and draft the annual Corporate Social Responsibility Report prior to its submission to the Board of Directors.
 - e) To recommend the strategy relating to the Abertis Foundation's contributions and to subject them to compliance with the corporate social responsibility programmes adopted by the company.

- f) Any other duties relating to matters within its area of competence and that may be requested of it by the Board of Directors or the Chair of the Board.
3. The Corporate Social Responsibility Committee will meet every time the Board or its Chair requests that a report be issued or proposals be adopted and, in any event, whenever it is deemed advisable for the proper execution of its duties. It will be convened by its Chair or three (3) members of the Committee.
4. The Committee shall appoint a Secretary and may appoint a Vice-Secretary, with neither needing to be Committee members.

Chapter V. METHOD OF ADOPTING DECISIONS

Article 18. Method of adopting decisions

1. The sessions of the Board and its Committees may be held using distance communication methods, such as telephone multi-conference, video conference or any other similar system, if not all its members are able to attend the place established for the meeting in the convocation. To this effect, the notification of the meeting, as well as stating the venue at which the physical meeting will take place, which the Secretary of the Board of Directors has to attend, must mention that it can be attended via telephone conference, video conference or any similar system, and must state and dispose of the technical resources required to this end, which in all cases must allow direct and simultaneous communication between all those present.

Those not attending the meeting physically, and who use means that allow for simultaneous and reciprocal communication with the meeting place and with the other members using distance communication methods, will be considered as attending to all effective purposes and may give their vote via the means of communication used.

2. Without prejudice to the above, it will also be possible to adopt resolutions without a session when no director is opposed to the proceedings, and the vote may be issued in writing or by email, provided that the identity of the director issuing the vote is assured.
3. Agreements shall be adopted with the majorities envisaged in the Corporate Bylaws and in the Law on Capital Companies.

Chapter VI. APPOINTMENT AND RESIGNATION OF DIRECTORS

Article 19. Appointment of directors

1. Directors shall be appointed by the General Meeting or by the Board of Directors in accordance with the provisions of the Law on Capital Companies.
2. Proposals for the nomination or re-election of directors submitted to the Board of Directors for deliberation at the General Meeting and the appointment decisions that the Board adopts in virtue of the powers of co-optation with which it is legally vested must be preceded by the corresponding proposal by the Appointments and Remuneration Committee, in the case of independent directors, and by a preliminary report from said Committee in the case of all other directors. In any event, proposals for the appointment or re-election of directors must be presented together with an explanatory report from the Board in which the proposed candidate's competence, experience and merits are assessed, and which shall be attached to the minutes of the General Meeting or Board Meeting.
3. Persons sitting on more than five boards of directors in listed companies, or ten companies in total, cannot be directors of the company. For these purposes, posts occupied on the boards of companies in the same group and of companies in which the company has a significant holding, or those designated at the proposal of the same significant shareholder or bodies within its group, shall be counted as one post. Boards of professional, asset-holding or merely instrumental companies, or collegiate agencies of not-for-profit entities, shall be disregarded.

Article 20. Appointment of external directors

The Board of Directors and the Appointments and Remuneration Committee shall ensure that the candidates selected are individuals of recognised solvency, competence and experience, taking extreme care with regard to those calls to cover independent director posts.

Article 21. Term of office

1. Directors will hold their positions for the term provided for in the Corporate Bylaws, and may be re-elected.
2. Directors appointed by co-option will hold their positions until the date of the first General Meeting. If the vacancy arises after the General Meeting has been called but before it is held, the Board of Directors may appoint a director until the next General Meeting is held. Additionally, any director appointed by co-option by the Board need not necessarily be a shareholder in the Company.

When, further to the Audit and Review Committee report, the Board of Directors learns that the interests of the Company are in jeopardy, the director ending his/her mandate or ceasing to hold his/her position for any other reason cannot provide his/her services to another entity with a similar corporate purpose to the Company and that is a competitor thereof according to the assessment of the Board of Directors, for the period established by it and that will in no case be greater than two (2) years.

Article 22. Resignation of directors

1. Directors will resign their positions when they have completed the period for which they were appointed and when decided on by the General Meeting under the powers legally or statutorily vested therein.
2. Directors will have to make their positions available to the Board of Directors and, if considered appropriate, formalise the corresponding resignation in the following cases:
 - a) When they cease to hold executive posts linked to their appointment as a director. Independent directors when they complete twelve (12) years in the position.
 - b) When they find themselves in a situation of conflict of interests or a prohibited situation as provided for by law.
 - c) When they have been prosecuted for an allegedly criminal act or are subject to a disciplinary measure due to serious or gross misconduct brought by the supervisory authorities.
 - d) When their continued membership of the Board could put the Company's interests in jeopardy and when the reasons for their appointment no longer exist. This last circumstance will be understood as occurring in respect of a significant shareholder when the full shareholding of which s/he is the owner or whose interests s/he represents have been disposed of and also when the reduction of their shareholding requires the consequent reduction of its substantial shareholders.
3. Executive directors must make their positions available to the Board once they have reached seventy years of age and the Board must decide whether they will continue exercising their executive or managerial functions or remain simply as a director.

Chapter VII. INFORMATION FOR DIRECTORS

Article 23. Powers of information and inspection

1. All information referring to the proposals to present to directors will be available to them forty-eight (48) hours in advance.
2. A director shall find him/herself invested with the widest powers to access information in relation to any aspect of the Company, to examine the books, registers, documents and other records relating to corporate operations and to inspect all its installations.
3. In order not to disturb the everyday management of the Company, the exercising of powers of information will be channelled through the Chief Executive Officer, who will deal with the director's requests, providing him/her with the information directly, offering him/her the appropriate contact people within the Company's structure or providing the means with which the desired examination and inspection proceedings can be carried out on site.

Article 24. Expert assistance

1. For assistance in the exercise of their functions, external directors may request, when there are special circumstances that make this necessary, that legal, accounting, or financial advisors or other experts be hired at the Company's expense. The assignment must necessarily deal with specific problems of a certain importance and complexity that arise during the performance of their duties.
2. The Chief Executive Officer of the Company must be informed of any decision to contract, which may be vetoed by the Board of Directors, if it proves:
 - a) That it is not necessary for the proper performance of the duties entrusted to the external directors.
 - b) That its cost is not reasonable in view of the scale of the problem and the Company's assets and income.
 - c) That the technical assistance requested could be adequately provided by experts and technicians from within the Company.

Chapter VIII. REMUNERATION OF DIRECTORS

Article 25. Remuneration Policy for Directors

The remuneration policy for directors will conform, where appropriate, to the statutorily established remuneration system and will be approved by the

Shareholders' General Meeting at least every three years as a separate agenda item.

The proposal of a remuneration policy for the Board of Directors will be based on grounds contained in a specific report by the Appointments and Remuneration Committee, which must accompany said proposal. Both documents will be made available to the shareholders on the Company website from the call to the General Meeting. Shareholders may also request said documents be sent or delivered free of charge. The announcement of the call to the General Meeting will state this right.

The remuneration policy for directors will remain in force for three (3) financial years following that in which it is approved by the General Meeting. Any amendments made to the policy or the replacement thereof during said period will require the prior approval of the Shareholders' General Meeting in accordance with the procedure established for its approval.

The Board of Directors will prepare and publish an annual report on the remuneration of directors which must include complete, clear and understandable information on the remuneration policy applicable to the financial year in progress, a general summary of how the remuneration policy was applied during the previous financial year, and a breakdown of the individual remuneration earned by each director for all concepts during said financial year. This report is to be made available to shareholders for consultation purposes when the Ordinary General Meeting is convened and is to be subject to the vote thereof, as a separate agenda item. In the event that the annual report on the remuneration of directors is rejected in the advisory vote of the Ordinary General Meeting, the remuneration policy to be applied to the following financial year must be submitted to the General Meeting for approval prior to the application thereof, even if the aforementioned period of three years has not elapsed. This will not apply to cases in which the remuneration policy has been approved during the same Ordinary General Meeting.

Any remuneration paid to the directors for the exercise or termination of their role and for the performance of executive functions will at all times be in accordance with the remuneration policy for directors, except any remuneration that has been expressly approved by the Shareholders' General Meeting.

Article 26. Remuneration of directors

The annual remuneration of directors, for their management as members of the Company's Board of Directors is fixed at a share of the net profits, that can only be received after covering the reserves and the dividend determined by Law and cannot exceed, in any case and as a whole, two percent (2%) thereof. The Board of Directors shall distribute this share among its members in the manner and the amount considered appropriate, taking into account the duties and responsibilities of each director, whether they are members of Board Committees and any other objective

circumstances it deems relevant. This information shall be stated in the annual report in the legally-established manner.

The Board of Directors and the Appointments and Remuneration Committee will adopt all measures within their powers to ensure that the remuneration of external directors is in line with the commitment made and offers them incentives for their commitment, but does not constitute an obstacle to their independence.

Administrators that have been conferred executive functions in the company, whatever the nature of their legal relationship with the latter, will have the right to additionally receive the remuneration for the fulfilment of these functions which is set forth in the contract signed to this effect between the director and the Company, which could comprise a fixed sum, a variable additional sum and the results of long-term incentive systems, such as post-dated remuneration in cash, the presentation of shares, recognition of option rights over these or remuneration indexed to share value, as well as any other long-term incentive scheme approved by the Board of Directors. It may also comprise a benefits package that may include pension systems and suitable insurance and, where appropriate, Social Security. In the case of dismissal not due to the non-fulfilment of the administrator's duties, s/he could have the right to compensation.

The Board of Directors will determine the remuneration of the directors for the performance of executive functions and the terms and conditions of their contracts with the Company in accordance with the provisions of the applicable legislation at any given moment and in accordance with the remuneration policy for directors approved by the General Meeting, which must state (i) the fixed annual remuneration and the variation thereof during the period covered by the policy and the different parameters for establishing the variable components, and (ii) the main terms and conditions of their contracts, including, in particular, their duration, compensation for early termination or the termination of the contractual relationship and exclusivity, post-contractual non-competition and continuity and loyalty agreements.

Chapter IX. DUTIES OF THE DIRECTOR

Article 27. General duty of diligence

The directors shall perform their duties and comply with the obligations imposed by the laws and statutes with the diligence of an orderly business person, taking into account the nature of their posts and the duties attributed to each of them.

The directors must show appropriate dedication and shall adopt the measures required to ensure the good management and control of the Company.

In the performance of their duties, the directors must demand and shall have the right to gather the appropriate and necessary information from the Company to help them comply with their obligations.

The standard of diligence of an ordered business person in the setting of strategic and business decisions, subject to business discretion, shall be understood to have been met when the director has acted in good faith, without any personal interest in those matters subject to decision, with sufficient information, and in line with a suitable decision procedure. Those decisions which personally affect other directors and related persons and, in particular, those whose object is to authorise them to conduct a specific transaction with the Company, the use of certain Company assets, the use of a specific business opportunity, the securing of an advantage or the remuneration of a third party, shall not be understood as included within the scope of business discretion.

Article 28. Duty of Loyalty

Directors must perform their duties with the loyalty of a faithful representative, operating in good faith and in the best interests of the Company.

In particular, the duty of loyalty obliges the director to:

- a) Refrain from exercising his/her powers for purposes other than those for which they have been granted.
- b) Keep the information, data, reports or background information to which he/she may have access when performing his/her duties confidential, except as permitted or required by law, even after he/she has left the post, In the event that the post of director is taken by a legal body, the duty of confidentiality shall also apply to the representative of the same.
- c) Abstain from participating in deliberation and voting on agreements or decisions in which the director, or related person, has a direct or indirect conflict of interests. Those agreements or decisions which affect him/her in his/her post as director, such as his/her appointment or revocation for posts in the management body, or others of a similar type, shall be excluded from the aforesaid obligation of abstention.
- d) Perform his/her duties under the principle of personal responsibility, with freedom of opinion or judgement and independence with regard to instructions from and links to third parties.
- e) Adopt the necessary measures to avoid entering into situations in which his/her own interests or those of third parties may come into conflict with corporate interests and with his/her duties with the Company. An exception shall be made for those cases in which the Company has authorised the operation with which there is a conflict

Any infraction of the duty of loyalty will result not only in the obligation to compensate the damage caused to the Company equity, but also that of returning any ill gotten gains obtained by the director to the Company.

Article 29. Duty to avoid situations of conflict of interests

1. Directors must advise the Board of Directors of any direct or indirect conflict that they, or any related persons, might have with the Company's interest. The director concerned will refrain from taking part in resolutions or decisions related to the operation to which the conflict refers.

The votes of the directors affected by the conflict, and who must abstain, will be deducted for the purposes of calculating the majority of votes needed.

2. In particular, the duty to avoid situations involving conflict of interests obliges the director to abstain from:
 - a) Conducting transactions with the Company, except in the case of ordinary operations, made under standard conditions for customers and with scant relevance, understanding as such those whose information is not necessary for expressing a true and fair view of the Company's equity, financial situation and results.
 - b) Using the name of the Company or invoking his/her status as director to unduly influence the conduct of private transactions.
 - c) Making use of corporate assets, including confidential information on the Company, for private purposes.
 - d) Taking advantage of the Company's business opportunities.
 - e) Obtaining advantages or payments from third parties, other than the Company and its group, associated with the performance of his/her duties, except in the case of mere courtesy.
 - f) Conducting activities on his/her own account or for third parties which involve effective competition with the Company, either real or potential, or which, in any other way, place him/her in a permanent conflict of interest with the Company.
3. The aforementioned provisions shall also be applicable in the event that the beneficiary of the prohibited actions or activities is related to the director.
4. Under all circumstances, the conflict of interest situations in which directors find themselves will be record as information in the Report.

5. In special cases, the Company may exempt the prohibitions established in this Article by authorising the director or related person to conduct a certain transaction with the Company, use certain corporate assets, take advantage of a specific business opportunity, or secure an advantage or remuneration from a third party.
6. Whenever the object of the authorisation is the exemption of the prohibition of obtaining an advantage or remuneration from third parties, or whenever the exemption affects a transaction whose value is greater than ten percent (10%) of the corporate assets, said authorisation must be agreed by the General Meeting.
7. In all other cases, authorisation may also be granted by the Board of Directors, provided the independence of the members who grant the same with regard to the exempted director is guaranteed. Furthermore, it must be possible to guarantee the innocuousness of the authorised operation for the Company's assets or, where applicable, the conduct thereof under market conditions and the transparency of the process.
8. The duty to not compete with the Company may only be subject to exemption in the event that no damage for the Company can be expected, or it can be expected that the Company will be compensated by the benefits envisaged from any such exemption. The exemption shall be granted by means of a separate, express agreement by the General Meeting. In any case the General Meeting shall, at the request of any shareholder, decide on the dismissal of any director who conducts competitive activities when the risk of damages to the Company has become relevant.

Article 30. Administrators' responsibilities

Directors shall answer to the Company, its partners or shareholders and creditors for any damage caused by their acts or omissions where contrary to Law or the Bylaws, or by any actions performed or omitted in breach of the duties inherent in their position, whenever there is evidence of wilful misconduct or negligence.

Under no circumstances shall the fact that the wrongful action or agreement has been adopted, authorised or ratified by the General Meeting release directors from their responsibility. The physical person appointed to permanently exercise the duties inherent to a legal entity director must meet the legal requirements established for directors; he/she will be subject to the same duties and shall be severally liable with the legal entity director.

Article 31. Non-public Information

1. A director may not use the Company's non-public information for his/her own benefit, either directly or by providing it to third parties.
2. Without prejudice to the foregoing, a director must observe the rules of conduct established in stock market legislation and, in particular, the contents of the Company's Internal Rules of Conduct.

3. Under all circumstances, directors must refrain from carrying out or suggesting to anyone that they carry out an operation involving stock belonging to the Company itself or to its subsidiaries, associated or related companies, when such operations are, due to their position, known to them as a result of non-public information.

Article 32. Director's duty of disclosure

Directors must:

- a) Inform the Company of those shares in the Company of which he/she is the titleholder, directly or through companies in which he/she has a controlling stake or which are in the possession, directly or indirectly, of related persons.
- b) In all cases, notify the other directors, and where applicable the Board of Directors, of any direct or indirect conflict that they, or any related persons, might have with the Company's interest. Any conflicts of interest in which directors find themselves shall be included in the Report.
- b) Inform the Company of those circumstances concerning him/her that could affect the credit or reputation of the Company, in particular, of criminal proceedings in which they appear as the accused and of their major procedural mishaps. After examining the situation presented to it, the Board may require the Director to resign, and the director must comply with this decision.

Article 33. Related persons

1. For the purposes of the provisions of the foregoing Articles, persons related to the directors will be understood to be:
 - a) The director's spouse or persons with a similar personal relationship.
 - b) The ascendants, descendants and siblings of the director or the director's spouse.
 - c) The spouses of the ascendants, descendants and siblings of the director.
 - d) The companies in which the director, either him/herself or through a related party, finds himself/herself in any of the situations of subordination or coordination contemplated in the general provisions of the groups of companies.

2. With respect to directors that are legal entities, related persons are understood to be:
 - a) Those shareholders who, with regard to the director that is a legal entity, are in any of the situations of subordination or coordination contemplated in the general provisions of groups of companies.
 - b) Directors, whether ipso jure or de facto, liquidators and those holding general powers of attorney for the director that is a legal entity.
 - c) Companies that form part of the same group and their shareholders.
 - d) Persons who, with regard to the representative of the director that is a legal entity, are considered to be persons related to the director under the provisions of the foregoing paragraph.

Article 34. Transactions with substantial shareholders

1. The Board of Directors formally reserves the right to know about any important transaction by the Company with a significant shareholder.
2. With regard to ordinary transactions, the general authorisation for the line of operations and their conditions of execution will suffice.
3. The Company's Annual Corporate Governance Report will include information on these transactions.

Article 35. Transactions with directors

For operations that directors or anyone acting on their behalf carried out during the financial year to which the annual accounts refer, with the Company or with a company in the same group, information will be included in the Company's Annual Corporate Governance Report in all cases, and in the Company's Review when the operations are outside the Company's ordinary course of business or are not carried out under normal market conditions.

Chapter X. BOARD RELATIONSHIPS

Article 36. Relationships with shareholders

1. The Board of Directors will provide suitable channels to find out the suggestions that shareholders may make in relation to the management of the Company.
2. The Board, via one of its directors and with the assistance of the members of senior management deemed to be appropriate, may

organise informational meetings on the running of the Company, for the shareholders that reside in the most relevant financial centres.

3. Public requests for voting by proxy made by the Board of Directors or by any of its members must indicate in detail the way in which the representative will vote if the shareholder does not give instructions and, where appropriate, reveal the existence of conflicts of interest.

The director obtaining the proxy will not be able to exercise the voting right corresponding to the shares represented in those agenda items in which s/he finds him/herself with a conflict of interest and, in any event, with regard to the following deliberations:

- a) His/her appointment or ratification as a director.
- b) His/her removal, dismissal or resignation as a director.
- c) The exercise of a corporate liability action against him/herself.
- d) The approval or ratification, where appropriate, of Company operations with the director concerned, companies controlled by him/her or those that s/he represents or persons acting on his/her behalf.

The proxy may also include those items that, although not included on the agenda in the convocation, are dealt with in the Meeting, as duly permitted by Law. In these cases, the provisions of the previous paragraph of this Article shall apply.

4. The Board of Directors will promote the informed participation of the shareholders at the General Meetings and will adopt whatever methods are appropriate to ensure that the Shareholders' General Meeting efficiently performs the functions inherent to it in accordance with the Law, the Corporate Bylaws and the General Meeting Regulations.

Article 37. Relationships with institutional shareholders

1. The Board of Directors will also establish suitable mechanisms for the regular exchange of information with institutional investors that form part of the Company's shareholders.
2. Under no circumstances may the relationships between the Board of Directors and the institutional shareholders translate into the provision to the latter of any information that could create a privileged situation or advantage over the other shareholders.

Article 38. Relationships with the markets

1. The Board of Directors will ensure timely compliance with current instructions concerning the disclosure of relevant facts.

2. The Board of Directors will adopt the measures necessary to ensure that the half-yearly and quarterly financial information, and anything else prudence requires to be available to the markets, is drawn up in accordance with the same principles, criteria and professional practices as the annual accounts and that it has the same degree of reliability as the latter. For this last purpose, said information will be reviewed by the Audit and Review Committee.

Article 39. Relationships with the auditors

1. The Board's relationships with the Company's external auditors or audit companies will be channelled through the Audit and Review Committee.
2. The Board of Directors will publicly declare the overall fees paid by the Company to the auditing company for services other than auditing.
3. The Board of Directors will endeavour to prepare the accounts definitively in such a way that there is no place for provisos on the part of the auditor. Nevertheless, when the Board considers that its opinion must be upheld, it will publicly explain the content and the extent of the discrepancy.