



# **ARTICLES OF ASSOCIATION**

COX ABG GROUP, S.A



## CONTENTS

TITLE I NAME, PURPOSE, REGISTERED ADDRESS AND TERM OF THE COMPANY .....	4
Article 1. Name and governing rules.....	4
Article 2. Corporate purpose.....	4
Article 3. Registered office and corporate website .....	5
Article 4. Term.....	5
TITLE II. SHARE CAPITAL, SHARES AND THEIR RIGHTS AND OBLIGATIONS .....	6
Article 5. Share capital.....	6
Article 6. Shares and share representation .....	6
Article 7. Rights and obligations of shareholders.....	7
Article 8. Partially paid-up shares and shareholder arrears.....	7
Article 9. Rules for share transfers.....	7
TITLE III. CORPORATE BODIES .....	8
Article 10. Corporate Bodies.....	8
Article 11. The General Meeting.....	8
Article 12. Classifications of Meetings .....	9
Article 13. Calling Meetings.....	9
Article 14. Equal Treatment and Meetings with All Shareholders Present .....	11
Article 15. Meeting venue .....	11
Article 16. Shareholder attendance. Right of proxy and information.....	11
Article 17. Passing of resolutions at General Meetings. Voting rights.....	12
Article 18. Competences of the Board .....	13
Article 19. Composition of the Board .....	13
Article 20. Appointment and term of office .....	15
Article 21. Remuneration for the position .....	15
Article 22. Convening of Board meetings and rules of order.....	16
Article 23. Convening of the Board .....	17
Article 24. Board deliberations and resolutions.....	18
Article 25. Delegation of powers .....	18
Article 26. Committees of the Board.....	18



Article 27. Audit Committee.....	18
Article 28. Appointments and Remuneration Committee.....	19
Article 29. Sustainability and Compliance Committee .....	20
<b>TITLE IV. ANNUAL FINANCIAL STATEMENTS.....</b>	<b>21</b>
Article 30. Formulation and auditing of annual financial statements.....	21
Article 31. Approval of the financial statements and allocation of profit/loss .....	21
Article 32. Deposit of the approved annual financial statements .....	21
<b>TITLE V. WINDING-UP AND LIQUIDATION OF THE COMPANY.....</b>	<b>22</b>
<b>TITLE VI. TRANSITIONAL PROVISIONS.....</b>	<b>22</b>



## TITLE I NAME, PURPOSE, REGISTERED ADDRESS AND TERM OF THE COMPANY

### **Article 1. Name and governing rules**

1. The Company is called "**COX ABG GROUP, S.A.**" (the "**Company**") and is incorporated as a Spanish public limited company [*sociedad anónima*].
2. The Company is governed by these Articles of Association, the Rules of Procedure of the General Meeting, the Board's Rules of Procedure, by Royal Legislative Decree 1/2010 of 2 July, enacting the revised text of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*] and by other applicable provisions in force or replacing them in the future (the "**Law**").

### **Article 2. Corporate purpose**

1. Its corporate purpose is:
  - Developing, planning, constructing, commercialising, in all their forms, directly or indirectly, putting into operation and/or operating projects, in any form, photovoltaic systems, wind, hydro, biomass, combined cycle generators and, in general, all types of equipment, systems and elements for generating all kinds of energy;
  - Developing, planning, constructing, commercialising, in all their forms, directly or indirectly, operating and/or exploiting projects, in any form, of desalination plants for the production of drinking or industrial water; as well as high-voltage lines or other means of energy transmission and/or storage and water transport systems;
  - Providing engineering consultancy services for the development of energy and/or water desalination facilities or companies;
  - Buying, selling, leasing and/or operating, importing or exporting equipment, parts, spare parts and elements in general, necessary for the installation, operation and sale of (a) all kinds of energy generation and distribution systems of any type, nature or source, and (b) all kinds of water desalination systems;
  - Providing services, including advisory, consultancy and operational services,
  - Managing and administering securities representing the equity of resident and non-resident entities in Spain by means of the corresponding organisation of adequate personal and material resources for this purpose;
  - Providing management, direction and activity planning services to Spanish or foreign subsidiaries or investees;



- Acquiring, holding, using, managing and disposing of all kinds of marketable securities on its own behalf, excluding those activities that special legislation and, in particular, legislation on the securities market attributes exclusively to other entities; and
- Managing the business group formed by investee companies is also the purpose of the company.

2. Excluded from the corporate purpose are those activities for which the law requires specific requirements that the Company does not meet and, in particular, without limitation, the activities included in the Spanish Professional Companies Act [*Ley 2/2007, de 15 de marzo, de Sociedades Profesionales*].
3. The above activities may also be carried on by the Company, in whole or in part, indirectly, through holdings in other companies with a similar purpose, subject in all cases to the requirements of the legislation applicable at any given time.

### **Article 3. Registered office and corporate website**

1. The Company has its registered office in Seville, Calle Energía Solar nº 1, Campus Palmas Altas (C.P. 41014).
2. The Board of Directors is empowered to transfer the registered office to another location within Spain, as well as to establish, eliminate and transfer branches, agencies and/or offices within or outside Spain.
3. The Company's corporate website is [www.grupocox.com](http://www.grupocox.com), prepared in accordance with the applicable legislation, where the information documents required by applicable legislation, these Articles of Association and any other internal rules will be published, as well as any other information that it may be considered appropriate to make available to shareholders and investors through this medium.

### **Article 4. Term**

1. The Company is incorporated indefinitely.
2. The Company began its operations on the date its deed of incorporation was executed.



## TITLE II. SHARE CAPITAL, SHARES AND THEIR RIGHTS AND OBLIGATIONS

### **Article 5. Share capital**

The share capital of the Company amounts to eight million four hundred and eighty-nine thousand eight hundred and eighty-three euros and forty cents (8,489,883.40 euros) fully subscribed and paid up, divided and represented by 84,898,834 shares, indivisible, each with a nominal value of ten-euro cents (EUR 0.10), belonging to a single class and series, and giving their holders the same rights.

### **Article 6. Shares and share representation**

1. The shares are represented by book entries and are established as such by virtue of their entry in the corresponding accounting record. The system of representing shares by book entries will be governed by the legislation applicable from time to time. The book entries for the shares will be kept by a central security depository and its participating entities.
2. Each share gives its lawful owner the status of shareholder and confers on them the rights recognised by statute and in these articles of association. Shareholder may obtain accreditation of their right to exercise their rights by being entered in the register of members, which records the lawful title of the shareholder and entitles the registered holder to demand to be recognised as a shareholder by the Company. This accreditation may be demonstrated by presenting the appropriate certificates issued by the entity responsible for the corresponding register of members.
3. If the Company provides any service to the person listed as the shareholder in the register of members, it will be released from the corresponding obligation, even if that person is not the actual owner of the share, provided it acted in good faith and without gross recklessness.
4. The Company, or a third party appointed by the Company, will have the right to obtain at any time from the central securities depository information enabling it to determine the identity of its shareholders or ultimate beneficial owners to communicate directly with them.
5. If the person listed in the book-entry records is entitled to this under a fiduciary or other similar title, the Company or a third party appointed by it may require that person to disclose the identity of the ultimate beneficial owners of the shares and the transfers and encumbrances recorded on them. The Company or a third party



appointed by it may also request this information indirectly through the central securities depository.

#### **Article 7. Rights and obligations of shareholders**

1. Each share entitles its lawful owner to the status of shareholder and entails full and total adherence to these articles of association, the Rules of Procedure of the General Meeting and the validly adopted resolutions of the Company's governance bodies, and empowers the owner to exercise the rights of a shareholder in accordance with the law, these articles of association and the Rules of Procedure of the General Meeting.
2. The Company will treat all shareholders who are in the same position equally.

#### **Article 8. Partially paid-up shares and shareholder arrears**

Where there are partially paid-up shares, the shareholder must pay them up at a time to be determined by the Board within a maximum of five years from the date of the resolution to increase the capital. As for the form and other details of the payment due, the capital increase resolution will apply, which may stipulate that payment must be made by monetary and by non-monetary contributions.

#### **Article 9. Rules for share transfers**

1. The shares and dividend rights deriving from them, including the pre-emption subscription rights, are freely transferable by all means permitted by Law.
2. Any securities represented by book entries will be transferred by accounting transfer. The entry of the transfer into the books in favour of the purchaser will have the same effects as a transfer of share certificates. The transfer will be enforceable vis-à-vis third parties as of the corresponding entry.

#### **Article 9 bis. Joint ownership, usufruct and pledge of shares**

1. Joint ownership, usufruct and pledge of shares will be governed by the legislation applicable from time to time. Any jointly-owned securities will be entered in the relevant accounting record in the names of all the joint holders.
2. Since the shares are indivisible, joint owners of shares and joint holders of other rights over them must designate a single person to exercise the relevant rights and duly



notify the Company of their identity, and will be jointly and severally liable for all obligations arising from their status as shareholders.

3. Any limited rights in rem or other encumbrances placed on book-entry securities must be recorded in the relevant account. The registration of the pledge will be equivalent to the possessory transfer of the title. The right or encumbrance will be enforceable vis-à-vis third parties as of the relevant entry.

### TITLE III. CORPORATE BODIES

#### **Article 10. Corporate Bodies**

1. The Company will be governed and administered by the General Meeting and by a Board of Directors, which will have the powers assigned to them by law and by these Articles of Association, respectively, and may be delegated in the manner and to the extent determined in them.
2. The rules applying by law and the articles of association to these bodies will be developed and completed, respectively, by means of the Rules of Procedure of the General Meeting and the Board's Rules of Procedure, which must be approved by the relevant majority in each case at a meeting of each of these bodies, constituted in accordance with the law and these Articles of Association, and that will be given the publicity provided for in the applicable legislation.
3. Any competence not attributed to the General Meeting by law or under these Articles of Association will correspond to the Board.

### CHAPTER I. The General Shareholders Meeting

#### **Article 11. The General Meeting**

1. The duly convened and constituted General Meeting is the supreme deliberative body in which the corporate will is expressed. Its resolutions will be binding on all shareholders, including those absent and dissenting, without prejudice to their rights of challenge and actions recognised by law. All of the shareholders, including any dissidents and any who have not participated in the meeting, will be subject to the resolutions of the General Meeting.
2. The General Meeting will have the powers attributed to it by law and these Articles of Association, including those included in the General Meeting Rules of Procedure.



3. The General Meeting may only delegate its powers to the Board in the cases provided for by law and these Articles of Association. The General Meeting may also empower the Board, on a case-by-case basis, to determine whether the conditions to which the General Meeting made the effectiveness of a resolution subject have been fulfilled.
4. Listed limited companies must ensure equal treatment of all shareholders in the same position at all times, as regards information, participation and voting at General Meetings.

#### **Article 12. Classifications of Meetings**

1. General Meetings may be annual meetings or special meetings and they must be called by the Company's Board, or the case being, by its liquidators.
2. Annual general meetings, called in advance for this purpose, will meet during the first six months of each year to review corporate business, to approve the financial statements for the previous year, if appropriate, and to resolve on the distribution of profits or allocation of losses.
3. The annual general meeting will be valid even when called or held outside the established deadline. Any other General Meetings will be classified as special meetings and they must be held when called by the Board as it considers necessary for the company's interest, and in any case if so requested by shareholders representing at least three per cent (3%) of the share capital. The meeting calls must indicate the matters that will be discussed in the Meeting as specified under the Corporate Enterprises Act. Nonetheless, General Meetings, even when called as annual general meetings, may also discuss and reach decisions on any matter under their competence if the matter is included in the meeting call.

#### **Article 13. Calling Meetings**

1. Both annual and special General Meetings must be called by the Board by means of a notice published in the *Official Gazette of the Commercial Registry* or in one of the newspapers with the largest circulation in Spain, on the Company's website and on the website of the National Securities Market Commission, at least one month before the date set for the meeting, stating in the notice whether it is an annual or special meeting, the name of the Company, the day, place and time of the General Meeting, the agenda containing all the business to be transacted, the position of those calling the meeting, the date when, if appropriate, the General Meeting will be held on



second call, with at least twenty-four hours between one and the other, and any other information required by the legislation applicable from time to time.

2. When the Company offers shareholders the effective possibility of voting by electronic means accessible to all shareholders, special general meetings may be called at least 15 days in advance. Shortening the notice period will require an express resolution passed by the annual general meeting by at least two thirds of the subscribed voting capital, which may not be valid beyond the date of the next meeting.
3. The Board must also call the General Meeting if so requested, via a notary, by shareholders who hold at least three per cent (3%) of the share capital, stating in the request the matters to be discussed in the General Meeting. In this latter case, the General Meeting must be convened to meet within two months of a notarised summons to do so being sent to the Board, and the agenda for the meeting must necessarily include the issues specified in the call.
4. With regard to meeting calls issued by the court clerk or the commercial registrar of the locality in which the registered office is located, the applicable legislation will apply at all times.
5. If a General Meeting, duly called, is not held on first call, and the meeting notice does not stipulate a date for the Meeting on second call, notice of the General Meeting on second call will be given, with the same agenda, subject to the same publication requirements as those for the Meeting on first call, within 15 days after the date of the General Meeting not held, but at least 10 days before the date for which the Meeting is scheduled on second call.
6. Where the applicable legislation so permits, the Board may convene General Meetings to be held exclusively by electronic means, without the physical attendance of the shareholders or their proxies. General Meetings held exclusively by electronic means will be governed by the legislation applicable to the Company at any given time and by the Rules of Procedure of the General Meeting, and in matters not expressly provided for, will be subject to the general rules applicable to in-person General Meetings.
7. Shareholders representing at least three per cent (3%) of the share capital may, within the period and under the conditions established by law, request the publication of a supplement to the notice of an annual general meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification



or a justified proposed resolution, as well as submit justified proposed resolutions on matters already included or to be included on the agenda of a General Meeting that has already been called. The Company will publish the supplement to the call and the above proposals for resolutions based on the terms provided for by law.

8. This article will be null and void if a legal provision stipulates different requirements for meetings that deliberate certain matters. In this case the specific provisions must be followed.

#### **Article 14. Equal Treatment and Meetings with All Shareholders Present**

1. The Company will at all times ensure equal treatment of all shareholders in the same position, as regards information, participation and the exercise of the right to vote at the General Meeting.
2. The General Meeting will be validly convened to address any matter without the need for prior notice whenever all the share capital is present or represented and those attending unanimously agree to hold the meeting. The General Meeting with all shareholders present or represented may be held anywhere in Spain or abroad

#### **Article 15. Meeting venue**

The General Meeting of the Company shall be held at the place indicated in the notice of call within the municipality of the company's registered office. The Board of Directors shall decide the specific location for each meeting. If the meeting notice does not specify a location for the meeting, it will be understood that the meeting is to be held at the company's registered office. If it is held exclusively by electronic means, the General Meeting will be considered to be held at the registered office.

#### **Article 16. Shareholder attendance. Right of proxy and information.**

1. All shareholders who have registered their shares in the corresponding book-entry record in accordance with the applicable legislation and in advance, as required by law, have the right to attend the General Meeting. There is no requirement to hold a minimum number of shares to attend General Meetings.
2. Shareholders' rights of attendance, whether in person or by electronic means, proxy and information in relation to the General Meeting will be governed by the legislation applicable to the Company from time to time and by the Rules of Procedure of the General Meeting.



3. When so agreed by Board and included in the meeting call, shareholders entitled to attend the General Meeting may remotely, electronically and simultaneously attend in a way that enables them to be recognised and identified, and to cast electronic votes remotely during the Meeting subject to the requirements under the Rules of Procedure of the General Meeting.
4. Unless otherwise provided by law and decided by the Board, General Meetings may also be held exclusively by electronic means, without the physical attendance of its shareholders or their proxies. In addition, the Board will state in the meeting call the procedure for shareholders to exercise their rights in this way, adapted, where appropriate, to the specific aspects arising from its nature.
5. The Chair of the General Meeting may authorise the attendance of directors, managers, technicians, executives and employees of the Company and others who have an interest in the proper conduct of the Company's business, as well as inviting anyone else the Chair considers appropriate. The General Meeting may, however, revoke this authorisation.
6. The members of the Company's Board must attend its General Meetings, unless there are duly justified reasons for not doing so. Failure by any of them to attend will not affect the valid constitution of the General Meeting.

#### **Article 17. Passing of resolutions at General Meetings. Voting rights.**

1. The General Meeting will be validly constituted in accordance with the quorums required by law in each case. Each voting share present or represented at the General Meeting will entitle the holder to one vote, except in the case of non-voting shares as provided for by law.
2. At any type of General Meeting, voting on motions related to agenda items may be delegated to a proxy or exercised by the shareholder via postal or electronic correspondence, or by any other means of remote communication, as long as the identity of the person exercising the right to vote can be adequately confirmed. Shareholders voting remotely will be considered present for the purpose of convening the meeting.
3. Resolutions must be passed by the majority of votes required by law in each case.



## Chapter II. The Board of Directors

### **Article 18. Competences of the Board**

1. The administration, governance and representation of the Company will be vested in a Board of Directors.
2. The Board has the authority over any matters not attributed by Law or these articles of association to the General Meeting, and under no circumstances may it delegate any powers considered not delegable by Law. The Rules of Procedure of the Board will determine the powers reserved to the Board, which may not be entrusted to delegated bodies or to the managers of the Company.
3. The Board, which has the broadest powers and authority to manage, direct, administer and represent the Company, may delegate the day-to-day management of the Company to the delegated management bodies and instead concentrate its work on its general supervisory duties and on considering any matters of particular importance for the Company. The Board is vested with the broadest powers to inquire into any aspect of the Company. The exercise of these powers will be channelled through the Secretary of the Board.

### **Article 19. Composition of the Board**

1. The Board will consist of a minimum of five and a maximum of fifteen members.
2. The General Meeting is responsible for determining the number of Board members. For this purpose it may establish the number by express resolution or, indirectly, by filling vacancies or appointing new directors, within the maximum established in the preceding section.
3. Shares that are voluntarily pooled together to form a share capital equal to or greater the amount resulting from dividing the share capital by the number of Board members will be entitled to appoint those who, in excess of whole fractions, are deducted from the corresponding proportion. If this power is exercised, the shares thus grouped will not be involved in the voting of the other Board members.
4. The Board, in exercising its powers to propose appointments of directors to the General Meeting and to fill vacancies by co-option, will endeavour to ensure that the Board is composed in such a way that external or non-executive directors represent a broad majority over executive directors and that there is a reasonable number of independent directors among the executive directors. They will also ensure that the



number of independent directors represents at least half of the total number of directors, that there is the minimum number of executive directors, and that the percentage of shareholder-nominated directors out of the total number of non-executive directors does not exceed the proportion between the capital of the company represented by those directors and the rest of the capital.

5. The preceding paragraph does not affect the sovereignty of the General Meeting, or do they diminish the effectiveness of the proportional system, which will be mandatory when shares are grouped together in accordance with the Corporate Enterprises Act.
6. The Board, following a report from the Appointments and Remuneration Committee, will appoint its Chair and optionally one or more Deputy Chairs. If there are several Deputy Chairs, each one will be numbered. Priority in number will determine the order in which the Deputy Chairs will replace the Chair in cases of absence, incapacity or vacancy.
7. The office of Chair of the Board may be held by an executive director. In this case, the appointment of the Chair will require the favourable vote of two-thirds of the Board members.
8. The Board will appoint, following a report from the Appointments and Remuneration Committee, a Secretary and, optionally, a Deputy Secretary, who may be non-directors, in which case they will have the right to speak but not to vote. The Deputy Secretary will replace the Secretary in cases of absence, incapacity, removal or vacancy.
9. If the Chair of the Board performs executive duties, the Board should, after a report from the Appointments Committee and with the abstention of the executive directors, appoint a coordinating director from among the independent directors, who will be empowered to request the calling of board meetings or the inclusion of new items on the agenda of a board meeting already convened, to coordinate and bring together the non-executive directors and, where appropriate, to direct the periodic evaluation of the Chair of the Board.
10. The position of director is compatible with any other position or duties within the Company or the companies of its group.



## **Article 20. Appointment and term of office**

1. Directors are not required to be shareholders. Anyone who is incompatible or ineligible by law may not hold or exercise the office of director.
2. Directors will hold their position for four years, and after that may be re-elected one or more times for terms of equal duration.
3. If vacancies arise during a director's appointed term and there is no one to fill it, the director in question may designate a replacement to hold the position until the first General Meeting is convened. The replacement need not be a shareholder.

## **Article 21. Remuneration for the position**

1. For sitting on the Board, directors will be entitled to remuneration consisting of a fixed annual allowance determined for serving on the Board, and the committees to which the director belongs and taking into account the duties and responsibilities attributed to each of them.
2. The total amount of remuneration that may be paid by the Company to all its directors for sitting on the Board will not exceed the amount determined for this purpose in the remuneration policy approved by the General Meeting in accordance with these articles of association. The amount thus determined by the General Meeting will be maintained until the remuneration policy is amended by a new resolution of the General Meeting, in accordance with applicable law. In addition, directors may be paid in shares or share options or in remuneration indexed to the share price, provided that the application of any of these remuneration systems is previously resolved by the General Meeting. In that resolution, the General Meeting will determine the maximum number of shares that may be allocated each year to this remuneration system, the exercise price or system for calculating the exercise price of the stock options, the value of the shares that, as appropriate, may be used as an index, and the duration of the plan.
3. Directors who perform executive duties will also be entitled to receive remuneration for those duties, commensurate with the services and responsibilities assumed. The details and development of the remuneration will be set out in the contract to be entered into between the Company and the executive directors, in accordance with the director remuneration policy. The remuneration of managing directors, or those carrying out executive duties or functions of this nature by virtue of other titles, must comply with these Articles of Association, with the remuneration policy approved by



the General Meeting and with the contracts entered into, where applicable, with the corresponding director. This remuneration must be compatible with the payment of any fees or salaries that may be accredited with the Company or any company in its group, for providing professional services or due to a labour relationship, as the case may be, with the creation of a contractual relationship other than the relationship derived from the director position. These fees will be subject to any applicable legal regime.

4. Nevertheless, the remuneration of executive directors must be compatible with any other remuneration (variable remuneration based on the achievement of business, corporate and/or personal performance targets; severance pay of directors for reasons other than breach of their duties or retirement schemes).
5. Unless the General Meeting or the remuneration policy establishes otherwise, the exact amounts to be distributed among the various directors and the conditions for obtaining them will be determined by the Board, which may establish different remuneration among directors and may even recognise this remuneration only for some of them, within this framework under the articles of association and the remuneration policy, depending on the position, duties and responsibilities assigned to them, their participation in committees within the Board, and the class or category of directors to which they belong.
6. The remuneration policy for directors will be adjusted as appropriate to the remuneration system provided for in these articles of association and will have the scope provided for by law and will be submitted by the Board for approval by the General Meeting at the intervals established by applicable law and these articles of association. The remuneration policy will be proposed to the Board by the Appointments and Remuneration Committee.
7. The Company has taken out third-party liability insurance for its directors on terms that are customary and proportionate to its circumstances.

## **Article 22. Convening of Board meetings and rules of order**

1. The Board will meet as often as is appropriate for the proper performance of its duties, taking into account the Company's interests, and at least once a quarter, and whenever the Company's interests so require, in accordance with the schedule of dates and matters established at the beginning of the year and in the cases determined by the Board's Rules of Procedure. Board meetings will be called by the Chair or, in the event of the Chair's death, absence, incapacity or impossibility, by the



deputy chair or by the coordinating director if one has been appointed or, failing that, by the director appointed for this purpose by the Board. Board meetings must be called whenever requested by at least one third of the members of the Board or at the request of the coordinating director if one has been appointed. The right of these directors to call Board meetings directly, under the terms provided for by law, remains unaffected.

2. The notice of the meeting, which must always include the agenda of the meeting and all the information necessary for its deliberations, will be sent by any means that allows its receipt, to each of the Board members recorded in the Company's files, at least three days before the date and time set for the meeting. When reasons of urgency or special interest so require, the Chair of the Board may call special Board meetings without the above notice period and other requirements applying.
3. No notice of meeting need not be sent if all the Board members were called to it at the previous meeting (and there has been no change in the Board members).
4. The Board will be considered validly constituted without the need for a call if all of its members are present personally or by proxy and unanimously agree to hold the meeting and on the items on the agenda.
5. Likewise, if no director objects, votes of the Board may be cast in writing with no need for a meeting.
6. The Board will hold its meetings at the registered office unless the notice indicates another venue.
7. Nevertheless, Board meetings may be held in several locations connected by systems that allow for those attending to be recognised and identified and for them to remain in constant communication with each other regardless of where they are, and that allows them to speak and vote in real time, including attendance by phone and video conferencing. The meeting attendees will be considered, for all purposes related to the Board, as attendees of the same unique meeting. The meeting will be considered to be held where the largest number of directors is present and, in the event of a tie, where the Chair of the Board or the person chairing the meeting in the Chair's absence is present.

### **Article 23. Convening of the Board**

The Board will be quorate to deliberate and resolve on any matter when half plus one of the number of its members are present or represented at the meeting.



#### **Article 24. Board deliberations and resolutions**

1. Resolutions will be passed by an absolute majority of the Board members attending in person or by proxy, unless a different majority is provided for by law or the Articles of Association.
2. The Chair will cast the deciding vote in the event of tie.

#### **Article 25. Delegation of powers**

1. The Board may permanently delegate all or part of its powers, except those powers that may not be delegated by law, these Articles of Association or the Board's Rules of Procedure, to an executive committee and/or to one or more managing directors, and determine the Board members who are to chair the delegated body, as well as, where appropriate, the manner in which the powers granted to the managing directors are to be exercised.
2. Even though it has delegated them, the Board will still retain the delegated powers.

#### **Article 26. Committees of the Board**

1. The Board may create specialised committees from among its members, specifying their composition, appointing their members and deciding the duties that each of them will perform. Nevertheless, the Board must set up at least an audit committee and an appointments and remuneration committee with the powers of information, supervision, advice and proposal in the matters within their competence specified by law and in these Articles of Association and developed in the Board's Rules of Procedure.
2. The Board may also establish other committees with consulting or advisory functions, without prejudice to the fact that they are exceptionally granted any power of decision.

#### **Article 27. Audit Committee**

1. The audit committee will consist of a minimum of three and a maximum of five members, with a majority of independent directors.
2. The Board will endeavour to appoint the members of the audit committee with regard to their knowledge and experience in accounting, auditing and risk management, so that, as a whole and necessarily its chair, will have the relevant expertise in relation to the business sector to which the Company belongs.



3. The audit committee must, in any case, be chaired by an independent director who also has knowledge and experience in accounting, auditing or risk management. The chair of the audit committee will be replaced every four years, and may be re-elected after a period of one year has elapsed since the end of the term of office.
4. The powers of the audit committee will be at least those established by law. The Board's Rules of Procedure and the Rules of Procedure of the Audit Committee may assign additional powers to the committee in addition to those provided for by law.
5. The audit committee will meet in accordance with the Rules of Procedure of the Audit Committee: (i) when its meeting schedule so determines; (ii) as often as it is called by resolution of the committee itself or its chair; (iii) whenever requested by any of its members; and (iv) at least once a quarter to review the information to be submitted by the Company to the stock exchange authorities, as well as the information that the Board must approve and include in its annual public documentation. Its chair must convene the Audit Committee whenever the Board or its chair requests a report or the adoption of a proposal and, in any case, whenever appropriate for the proper performance of its duties.
6. The Audit Committee will be quorate when at least half of its members are present and represented, and will pass its resolutions by a majority of those present or represented. The members of the Audit Committee may delegate other members of the Audit Committee as proxies. The resolutions of the Audit Committee will be recorded in a book of minutes, which must be signed for each minutes, by the chair and the secretary.
7. The Rules of Procedure of the Board will develop the rules governing the Audit Committee provided for in this article.

#### **Article 28. Appointments and Remuneration Committee**

1. The Appointments and Remuneration Committee will consist of a minimum of three and a maximum of five members, at least two of whom must be independent directors.
2. The appointments and remuneration committee must in any case be chaired by an independent director. The chair of the appointments and remuneration committee will be replaced every four years, and may be re-elected after a period of one year has elapsed since the end of the term of office.



3. The powers of the appointments and remuneration committee will be at least those established by law. The Board's Rules of Procedure and the Rules of Procedure of the Appointments and Remuneration Committee may assign additional powers to the committee in addition to those provided for by law.
4. The Appointments and Remuneration Committee will meet: (i) when its schedule of meetings so determines; (ii) as often as it is convened by decision of the committee itself or its chair; (iii) when requested by any of its members; and (iv) at least twice a year. Its chair must call Appointments and Remuneration Committee meetings whenever the Board or its chair requests a report or the adoption of a proposal and, in any case, whenever appropriate for the proper performance of its duties.
5. The Appointments and Remuneration Committee will be quorate when at least half of its members are present and represented, and will pass its resolutions by a majority of those present or represented. The members of the Appointments and Remuneration Committee may delegate other members of the committee as proxies. The resolutions of the Appointments and Remuneration Committee will be recorded in a book of minutes, which must be signed for each minutes, by the chair and the secretary.
6. The Rules of Procedure of the Board will develop the rules governing the Appointments and Remuneration Committee provided for in this article.

#### **Article 29. Sustainability and Compliance Committee**

1. If one is created, the Sustainability and Compliance Committee will be an internal advisory and informational body, without executive functions, with powers of information, advisory and proposal within its scope of action.
2. The Sustainability and Compliance Committee will consist of a minimum of three and a maximum of five directors, appointed by the Board from among the non-executive directors, at least two of whom must be independent directors.
3. The Sustainability and Compliance Committee must in any case be chaired by an independent director.
4. The Rules of Procedure of the Board will develop the rules governing the Sustainability and Compliance Committee provided for in this article.



## TITLE IV. ANNUAL FINANCIAL STATEMENTS

### **Article 30. Formulation and auditing of annual financial statements**

1. Within a maximum of three months from the end of the year, the Board will draw up and sign, in accordance with the legislation in force, the annual financial statements, the directors' report (including, where applicable, in accordance with applicable law, the statement of non-financial information), and the proposal for the allocation of profits and losses and, where appropriate, the consolidated annual financial statements and directors' report (including, where applicable, in accordance with applicable law, the consolidated statement of non-financial information).
2. The financial statements and the directors' report must be audited by statutory auditors as required by Law.

### **Article 31. Approval of the financial statements and allocation of profit/loss**

1. The Company's annual financial statements will be submitted to the General Meeting for approval.
2. Upon approval of the financial statements, the General Meeting will decide how to distribute the profits/losses for the year.
3. The General Meeting may decide, where applicable, to pay out dividends or any amounts to be paid on account of dividends, totally or partially in kind, provided that the goods or securities distributed are homogeneous, admitted to trading on an official market when the resolution takes effect or the procurement of liquidity within a maximum period of one year is duly guaranteed by the Company, and they are not distributed for a value below the amount indicated on the Company's balance sheet. This will also apply to distributions of share premiums and to capital reductions by means of repayment of contributions.
4. The distribution of interim dividends to shareholders will be governed by the Law. Either the General Meeting or the Board may decide that the interim dividend will be paid, in whole or in part, in kind.

### **Article 32. Deposit of the approved annual financial statements**

Within one month of the approval of the annual financial statements, the directors will submit, for filing with the Commercial Registry of the registered office, a certificate of the resolutions of the General Meeting approving the annual financial statements and the allocation of profits or losses, to which will be attached a copy of each of those financial



statements, as well as, where appropriate, the directors' report (which must include the statement of non-financial information where required by law), and the statutory auditors' report.

## TITLE V. WINDING-UP AND LIQUIDATION OF THE COMPANY

### **Article 33. Winding up and liquidation of the Company**

Except where required to be wound up by law, the Company will only be wound up when validly resolved by the General Meeting. The liquidation will be carried out as stipulated by law.

## TITLE VI. TRANSITIONAL PROVISIONS

The following rules and provisions will not apply as long as the Company's shares are not admitted to trading on a Spanish regulated market, with the Law being applicable in these matters, as appropriate, in the event of the absence of any provision in the Articles of Association:

1. The development and supplementation of the rules governing the Company's bodies by the Rules of Procedure of the General Meeting and of the Board provided for in Article 10(2) of these Articles of Association.
2. The reference to the remuneration policy set out in Article 21 of these Articles of Association.
3. The reference to the coordinating director in Articles 19(9) and 22 of these Articles of Association.
4. Articles 26, 27, 28 and 29 of these Articles of Association.

Likewise, as long as the Company's shares are not admitted to trading on a Spanish regulated market, the minimum number of directors will not be the number provided for in article 19(1) of the Articles of Association, but the legal minimum of three (3) directors.