



euskaltel

2019

**EXTRAORDINARY
GENERAL
SHAREHOLDERS
MEETING**

Proposed resolutions



ERRONKA GARBIA
EVENTO AMBIENTALMENTE SOSTENIBLE

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE GENERAL SHAREHOLDERS MEETING OF EUSKALTEL, S.A., CALLED FOR JULY 10, 2019 ON THE FIRST CALL AND FOR JULY 11, 2019 ON THE SECOND CALL

The resolutions that Euskaltel, S.A. (“Euskaltel” or the “Company”)’s Board of Directors has proposed for approval by the General Shareholders Meeting are:

Items on the composition of the Board

1. **Setting the number of members on Euskaltel's Board of Directors at thirteen (13) members.**
2. **Appointment of Robert W. Samuelson as a proprietary director for the term under the Bylaws of four (4) years.**
3. **Confirmation of the co-opted appointment and election of José Miguel García Fernández, as an executive director for the term under the Bylaws of four (4) years.**
4. **Confirmation of the co-opted appointment and election of Eamonn O’Hare, as a proprietary director for the term under the Bylaws of four (4) years.**

ITEM ONE ON THE AGENDA

Setting the number of members on Euskaltel's Board of Directors at thirteen (13) members

PROPOSED RESOLUTION FOR ITEM ONE

Pursuant to article 44 of the Bylaws, resolved to increase the number of Board members by one (1) so that the number of Board members will now be set at thirteen (13).

ITEM TWO ON THE AGENDA

Appointment of Robert W. Samuelson as a proprietary director for the term under the Bylaws of four (4) years

PROPOSED RESOLUTION FOR ITEM TWO

Resolved to appoint Robert W. Samuelson to the Board, following a report from the Appointment and Remuneration Committee, and upon a proposal and following a confirmation report by the Board, for the term under the Bylaws of four (4) years, with the classification of an external proprietary director having been nominated by Zegona Communications plc, a significant shareholder in Euskaltel.

If applicable, Mr. Samuelson may accept his appointment by any means allowed by law.

ITEM THREE ON THE AGENDA

Confirmation of the co-opted appointment and election of José Miguel García Fernández, as an executive director for the term under the Bylaws of four (4) years

PROPOSED RESOLUTION FOR ITEM THREE

Resolved to confirm the appointment of José Miguel García Fernández as a Director appointed by co-opting by a Board resolution passed at its meeting of Monday, May 6, 2019, and pursuant to the report by the Appointment and Remuneration Committee and the confirmation report by the Board, for the term under the Bylaws of four (4) years, with the classification of executive director .

If applicable, Mr. García may accept his appointment by any means allowed by law.

ITEM FOUR ON THE AGENDA

Confirmation of the co-opted appointment and election of Eamonn O’Hare, as a proprietary director for the term under the Bylaws of four (4) years

PROPOSED RESOLUTION FOR ITEM FOUR

Resolved to confirm the appointment of Eamonn O’Hare as a Director appointed by co-opting by a Board resolution passed at its meeting of Wednesday, June 5, 2019, and pursuant to the report by the Appointment and Remuneration Committee and the confirmation report by the Board, for the term under the Bylaws of four (4) years, with the classification of an external proprietary director ,having been nominated by Zegona Communications plc, a significant shareholder in Euskaltel.

If applicable, Mr. O’Hare may accept his appointment by any means allowed by law.

Items on general matters

5. **Delegation of powers to formalize and implement the resolutions passed by the General Meeting, so that they can be made public, interpreted, rectified, supplemented, developed and registered**

ITEM FIVE ON THE AGENDA

Delegation of powers to formalize and implement the resolutions passed by the General Meeting, so that they can be made public, interpreted, rectified, supplemented, developed and registered

PROPOSED RESOLUTION FOR ITEM FIVE

Resolved to delegate, without prejudice to any delegations already resolved by the General Meeting, and in the broadest terms, to the Board, the power to replace or empower any of its members; to the non-Board member Secretary of the Board and the non-Board member assistant Secretary of the Board, either of them indistinctly and as broadly as necessary by law, the power to complete, implement and develop all of the above resolutions, modifying them technically if necessary, rectifying any omissions or errors they may contain, and for their interpretation, jointly and severally granting them power to execute the necessary public deeds containing the passed resolutions, with the broadest powers to perform any acts that may be necessary in relation to the resolutions of this General Meeting, signing any documents that may be necessary for registering them in the mercantile registry, and in particular to:

- a) Rectify, clarify, specify or complete the resolutions that have been passed by this General Meeting, or those that may result in any deeds and documents issued in execution of them, and particularly any substantial omissions, defects and errors that might prevent these resolutions and their consequences from accessing the mercantile registry, industrial land registry or any others.
- b) Make any announcements, legal acts and transactions, contracts and operations that may be necessary or appropriate to adopt, and to execute the necessary resolutions for the purposes specified by law for executing the resolutions that have been passed by this General Meeting, especially including the power to appear before notaries public to sign and execute any public and private documents they may consider necessary or appear for these resolutions to take full effect.
- c) Jointly or severally delegate all or part of the powers they consider necessary from those expressly designated by this General Meeting.
- d) In short, to determine all of the other necessary circumstances, complying with any necessary formalities and proceeding to satisfy any requirements that may be imposed by under the current law to fully implement the resolutions passed by the General Meeting.

* * *