

# EUSKALTEL, S.A.

## 2019 EXTRAORDINARY GENERAL SHAREHOLDERS MEETING



Assistance, delegation and remote voting card for Euskaltel, S.A.'s Extraordinary General Shareholders Meeting, which will be held at the registered offices located at Parque Tecnológico-Teknologi Elkartegia Edificio 809, 48160, Derio (Bizkaia), at 12:00 PM on July 10, 2019, upon the first call, or on July 11, 2019 upon the second call, unless shareholders are notified otherwise on the corporate website ([www.euskaltel.com](http://www.euskaltel.com)) and in daily newspapers.

<b>Holders:</b>		<b>Address:</b>	
<b>Securities Acct. Code</b>	<b>Number of shares Minimum for attendance</b>	<b>Number of shares</b>	<b>Number of votes</b>
	1		

### **PERSONAL ATTENDANCE AT THE MEETING**

Shareholders who want to attend the General Meeting in person must sign in the space below and submit this card on the day of the General Meeting at the location where it is held.

### **Signature of attending shareholder**

In....., on....., 2019

Shareholders may also delegate their right to attend or vote remotely as indicated on the Company's website ([www.euskaltel.com](http://www.euskaltel.com)) and as specified in the two sections below. If both sections are signed, remote voting will prevail, and the delegation will be null.

### **DELEGATION**

Shareholders who do not want to attend the General Meeting may assign anyone else as a proxy. The proxy will have to sign this delegation as well. The shareholder bearing this card delegates the following person as a proxy: (Mark one box only, and if applicable specify the proxy. For this representation to be valid, the delegating shareholder must sign in the specified area.)

- Chair of the board
- Mr./Ms. .... National Identification Number.....

Any delegations that do not expressly specify the proxy will be successively considered to grant joint and several representation to the Chairman, the Secretary and the Vice Secretary of the Board of Directors.

To confer voting instructions, mark the corresponding box in the following table with an X.

**If none of the boxes are checked, I grant specific instructions to vote for the proposals tabled by the Board of Directors.**

<b>Agenda</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
<b>Aye</b>					
<b>Nay</b>					
<b>Abstain</b>					
<b>Blank vote</b>					

Unless expressly specified otherwise, the delegation also extends to items not on the appended agenda, on which the proxy will vote in the way that is most favorable to the shareholder's interests, in the context of the Company's interest. Only mark the "NO" box below if you oppose this extension of your delegation. In that case, the shareholder will be assumed to have instructed the proxy to abstain. **NO**

For the purposes of sections 523 and 526 of the Spanish Capital Companies Act [Ley de Sociedades de Capital], you are informed that the Chairman and any other Board members may have a conflict of interest pursuant to the conflicts defined under sections 526.1(a), (b) and (c) of the Spanish Capital Companies Act (appointment, reelection and confirmation of directors, dismissal, removal and termination of directors, exercise of corporate liability actions). In particular, José Miguel García has a conflict of interest in relation to item 3 on the agenda, and Eamonn O'Hare has a conflict of interest in relation to item 4 on the agenda. Company Board members affected by dismissal or the filing of a corporate liability action would also have a conflict of interest.

In relation to all of these, if the shareholder has not given the proxy specific voting instructions, unless specified otherwise below, joint and several representation will be assumed to have been delegated successively to the Chairman, the Secretary and the Vice Secretary of the Board of Directors. Only mark the "NO" box below if you do not authorize the replacement. (In that case, the shareholder will be assumed to have instructed the proxy to abstain.): **NO**

**Shareholder signature**

**Proxy signature**

In....., on....., 2019

In....., on....., 2019

## REMOTE VOTING

Shareholders who do not want to attend the General Meeting or delegate their votes may vote remotely. Remote voting is not possible on items not on the agenda.

If the shareholder of this card would like to vote by mail, then an X should be marked in the corresponding box to indicate how the votes should be cast. If none of the provided boxes are marked for any of the items on the agenda, then the shareholder will be assumed to vote in favor of the proposals by the Board of Directors

In any case, the rules provided by law, in the Bylaws and in the General Shareholders Meeting Regulations must be followed, in addition to those included on the meeting call and on the Company's website ([www.euskaltel.com](http://www.euskaltel.com)) (put an X in the corresponding boxes):

Agenda	1	2	3	4	5
Aye					
Nay					
Abstain					
Blank vote					

Unless expressly indicated otherwise below, for any items not on the attached agenda, joint and several representation will be assumed to have been granted to the Chairman, the Secretary and the Vice Secretary of the Board of Directors. The rules in the "Delegation" section of this card will apply with regard to which way to vote and substitutions in the case of conflicts of interest. Only mark the "NO" box below if you oppose delegation and do not authorize the replacement. (In that case, the shareholder will be assumed to refrain in relation to those proposed resolutions): **NO**

### Signature of the voting shareholder

In....., on....., 2019

## PERSONAL DATA PROTECTION

### 1. Data processor

Euskaltel, S.A., a company with registered address at Parque Tecnológico- Teknologi Ekartegia Edificio 809 Derio (Bizkaia), with tax identification number A- 48766695, and telephone number 944011556 ("Euskaltel" or the "Company") is responsible for processing the personal data provided in this attendance, delegation and voting card and that may be generated within the context of shareholders attending the General Meeting.

The purpose of this clause is to provide shareholders information on their rights under the General Data Protection Regulation, and the details of how Euskaltel processes their data. Shareholders who have any doubts about the processing of their personal data may contact the Company at the following email address: [accionista@euskaltel.com](mailto:accionista@euskaltel.com).

The Company also has a data protection officer who is in charge of protecting the fundamental right to data protection, and who is responsible for compliance with data protection regulations at Euskaltel. The data protection officer's email address is [dpd@euskaltel.com](mailto:dpd@euskaltel.com).

### 2. Purpose of processing, legal basis and communication of data

The following table shows:

- The purpose of processing personal data (i.e. the reason why Euskaltel processes personal data).
- The legal basis that allows Euskaltel to process personal data for each of the purposes specified below.
- The recipients of the personal data. To this end, the Company informs shareholders that it will not transfer their personal data to third parties except where required by law (tax authorities, courts, the Spanish Securities and Exchange Commission, etc.) or where expressly specified in the table below. Euskaltel's data processors (i.e. the Company's service providers) may also have access to the personal data to perform their functions that require accessing personal data. The following table indicates the activities performed by Euskaltel's service providers that may have access to personal data.
- Existence of international data transfers.
- Time limits for the storage of data. Personal data will be stored for the time limits indicated in the following table. These data will also be blocked for the mandatory statutes of limitations.

Shareholders may also request a list of the recipients of their data by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), indicating the specific process for which they would like information on the recipients.

## Necessary up-to-date information

<i>Purpose of processing</i>	<i>Legal basis</i>	<i>Recipients</i>	<i>International transfers</i>	<i>Storage time limit</i>
Management of shareholders' personal data for attendance at the General Meeting and servicing of shareholder rights	Legal obligation: section 192 of the Spanish Capital Companies Act makes it mandatory to create a roll of attendees (in their capacity as stockholder proxies) to convene the General Meeting. That regulation also makes it mandatory to manage and satisfy various rights associated with the status of being a shareholder.	The personal data will be transferred to: <ul style="list-style-type: none"><li>• Notaries public: to prepare the General Meeting minutes.</li></ul> The categories of service providers that may access the data are technology and systems service providers and companies that have been hired to manage and develop the General Meeting.	No international transfers of the personal data will be made.	Six years after the close of the financial year when the General Meeting was held.
Broadcasting and recording of the General Meeting	Legitimate interest: the General Meeting will be retransmitted and recorded to comply with the Spanish Securities and Exchange Commission's Code of Good Governance for Listed Companies.	The categories of service providers that may access the data are technology and systems service providers and companies that have been hired to manage and develop the General Meeting.	No international transfers of the personal data will be made.	The data will be retained for 2 years to comply with broadcasting obligations.

All of the fields in the attendance, delegation and voting card must be filled in, and any omissions in them may make it impossible to attend the General Meeting. To ensure the information provided to the Company is always up-to-date and error-free, shareholders must notify Euskaltel, as soon as possible, of any changes and rectifications to their personal data that may occur, by contacting the following email address: [accionista@euskaltel.com](mailto:accionista@euskaltel.com). Shareholders may also update their ([accionista@euskaltel.com](mailto:accionista@euskaltel.com)) personal data at that email address.

### **3. Data subjects' rights**

Shareholders may exercise the following rights:

- (i) The right to access their personal data to see which ones are being processed and the processing that is being performed with them.
- (ii) The right to rectify any inaccurate personal data.
- (iii) The right to have their personal data erased when possible.
- (iv) The right to request to have the processing of their personal data limited if the accuracy, legality or need to process their data is in doubt. In that case, Euskaltel may retain their data to lodge or defend itself against claims.
- (v) The right to oppose processing of their personal data, if the processing basis indicated as the legitimating interest from those in the table is the legitimate interest. The Company will stop processing the data unless it has an overriding legitimate interest or to prepare, lodge and defend against claims.

Shareholders may exercise their rights by attaching confirmation of their identity (national identification card or equivalent ID) at any time free of charge by sending an email to [accionista@euskaltel.com](mailto:accionista@euskaltel.com), indicating the rights they would like to exercise and their identifying information. Shareholders who believe Euskaltel has not processed their personal data properly may contact the data protection officer at the email address [dpd@euskaltel.com](mailto:dpd@euskaltel.com). However, shareholders are also entitled to file claims with the Spanish Data Protection Agency if they think data protection laws have been breached in the processing of their personal data.

## AGENDA

### Items on the composition of the Board of Directors

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.

### Items on general matters

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