



euskaltel

# 2020 General Meeting of Shareholders

Proposed Resolutions



ERRONKA GARBIA  
EVENTO AMBIENTALMENTE SOSTENIBLE

**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUSKALTEL, S.A. CALLED TO BE HELD ON 3 JUNE 2020, ON FIRST CALL, AND 4 JUNE 2020, ON SECOND CALL**

The resolutions that the Board of Directors of Euskaltel, S.A. (“Euskaltel” or the “Company”) proposes for approval by the shareholders at the General Meeting of Shareholders are the following:

**Items relating to the annual accounts, company management and the statutory auditor**

1. **Examination and approval of the individual annual accounts of Euskaltel and the consolidated annual accounts of Euskaltel and subsidiaries for the financial year ended 31 December 2019.**
2. **Examination and approval of the individual management report of Euskaltel and the consolidated management report of Euskaltel and subsidiaries for the financial year ended 31 December 2019.**
3. **Examination and approval of the Consolidated Statement of Non-Financial Information of Euskaltel and subsidiaries for the financial year ended 31 December 2019.**
4. **Examination and approval of company management and of the activities of Euskaltel’s Board of Directors during the financial year ended 31 December 2019.**
5. **Re-election of KPMG Auditores, S.L. as auditor of the individual annual accounts of Euskaltel and as auditor of the annual accounts of the consolidated group made up of Euskaltel and subsidiaries for financial year 2020.**

**ITEM ONE ON THE AGENDA**

**Examination and approval of the individual annual accounts of Euskaltel and the consolidated annual accounts of Euskaltel and subsidiaries for the financial year ended 31 December 2019**

**PROPOSED RESOLUTION RELATING TO ITEM ONE**

It is hereby resolved to approve the individual annual accounts of Euskaltel and the consolidated annual accounts of Euskaltel and subsidiaries for the financial year ended 31 December 2019, which were formulated by the Board of Directors at its meeting held on 25 February 2020.

**ITEM TWO ON THE AGENDA**

**Examination and approval of the individual management report of Euskaltel and the consolidated management report of Euskaltel and subsidiaries for the financial year ended 31 December 2019**

**PROPOSED RESOLUTION RELATING TO ITEM TWO**

It is hereby resolved to approve the individual management report of Euskaltel and the consolidated management report of Euskaltel and subsidiaries for the financial year ended 31 December 2019, which were formulated by the Board of Directors at its meeting held on 25 February 2020.

**ITEM THREE ON THE AGENDA**

**Examination and approval of the Consolidated Statement of Non-Financial Information of Euskaltel and subsidiaries for the financial year ended 31 December 2019**

**PROPOSED RESOLUTION RELATING TO ITEM THREE**

It is hereby resolved to approve the statement of non-financial information included in the consolidated management report of Euskaltel and its subsidiaries for the financial year ended 31 December 2019, which was formulated by the Board of Directors at its meeting held on 25 February 2020 and which has been verified by AENOR, as shown in the Report issued on 21 February 2020, and which has been made available to the shareholders for purposes of the call to the General Meeting of Shareholders.

**ITEM FOUR ON THE AGENDA**

**Examination and approval of company management and of the activities of Euskaltel's Board of Directors during the financial year ended 31 December 2019**

**PROPOSED RESOLUTION RELATING TO ITEM FOUR**

The management of the Company and the activities of the Board of Directors of the Company during the financial year ended 31 December 2019 are hereby approved.

**ITEM FIVE ON THE AGENDA**

**Re-election of KPMG Auditores, S.L. as auditor of the individual annual accounts of Euskaltel and as auditor of the annual accounts of the consolidated group made up of Euskaltel and subsidiaries for financial year 2020**

**PROPOSED RESOLUTION RELATING TO ITEM FIVE**

It is hereby resolved to re-elect the company KPMG Auditores, S.L. as statutory auditor of the Company and of the consolidated group made up of Euskaltel and its subsidiaries to perform the audit of the individual accounts of Euskaltel and of the accounts of the consolidated group made up of Euskaltel and its subsidiaries for the financial year ending on 31 December 2020.

It is also hereby resolved to authorise the Company's Board of Directors, with express powers of substitution, including to its authorised representatives, to determine the remuneration of the statutory auditor in accordance with the financial terms and conditions generally applicable to said audit firm, and particularly to enter into the respective services agreement, on the terms and conditions it deems appropriate, with authority to make such amendments thereto as may be required in accordance with the law applicable at any particular time.

KPMG Auditores, S.L. shall, if elected, accept its re-election by any valid legal means.

This resolution is adopted at the proposal of the Board of Directors and upon a prior proposal, in turn, of the Audit and Control Committee.

It is stated for the record that KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259 C, Torre Cristal, 28046 Madrid (Madrid), and tax identification number B-78.510.153. It is registered with the Commercial Registry of Madrid at volume 11,961, folio 90, section 8, page M-188,007, entry 10, and with the Official Registry of Statutory Auditors (*Registro Oficial de Auditores de Cuentas*) (ROAC) under number S-0702.

**Items relating to the amendment of the Bylaws and of the Regulations for the General Meeting of Shareholders.**

6. **Amendment of the Bylaws and the Regulations for the General Meeting of Shareholders:**
  61. **Amendment of articles 28, 31 and 38 of the Bylaws regarding the content of the call to the General Meeting of Shareholders, the venue for the meeting, and absentee voting, and amendment of article 23 of the internal Regulations for the General Meeting of Shareholders (“Voting through means of remote communication”).**
  62. **Amendment of article 62.3 of the Bylaws (“Remuneration of Non-Executive Directors if appointed Chair of the Board of Directors”).**
  63. **Amendment of article 65 *bis* of the Bylaws (“Strategy Committee”).**
  64. **Amendment of articles 45, 62, 63, 64, 65 and new article 65 *ter* of the Bylaws, separation of the Appointments and Remuneration Committee into two Committees, the Appointments Committee and the Remuneration Committee.**

**ITEM SIX ON THE AGENDA**

**Amendment of the Bylaws and of the Regulations for the General Meeting of Shareholders**

**PROPOSED RESOLUTIONS RELATING TO ITEM SIX**

It is hereby resolved to amend the following articles of the Bylaws and of the Regulations for the General Meeting of Shareholders, which, as they are autonomous and deemed to be substantially independent of each other, are submitted to a separate vote, all upon the terms of the explanatory reports of the Board of Directors prepared for said purpose:

**6.1. Amendment of articles 28, 31 and 38 of the Bylaws regarding the content of the call to the General Meeting of Shareholders, the venue for the meeting, and absentee voting, and amendment of article 23 of the internal Regulations for the General Meeting of Shareholders (“Voting through means of remote communication”).**

Amendment of article 28 (“Content of the call”), which, if approved, will hereafter read as follows:

***“Article 28 Content of the call***

*Without prejudice to other legally required circumstances, the call to meeting shall in any event state the name of the Company, the date and time of the meeting, the agenda showing the matters to be considered, the position of the person or persons making the call, as well as the date on which shareholders must have shares registered in their name in order to be able to participate and vote at the General Meeting, the place and manner in which the full text of the documents and proposed resolutions can be obtained, and the website address of the Company where the information will be available.*

*In cases of on-line attendance at the General Meeting using means that duly assure the identity of the subject, the call to meeting shall describe the deadlines, forms and manners of exercising the rights of shareholders provided for by the Board of Directors to allow for the orderly conduct of the General Meeting.”*

Amendment of article 31 (“Place of the Meeting, chair and secretary”), which, if approved, will hereafter read as follows:

***“Article 31 Place of the Meeting, chair and secretary***

*The General Meeting of Shareholders shall be held within the municipal territory of the registered office or within the municipal territory of Bilbao.*

*Attendance at the General Meeting of Shareholders may take place either at the place where the meeting is to be held, or at any other locations provided by the Company,*

*with a statement to this effect in the call to meeting, that are connected to such place by any valid systems that permit recognition and identification of the attendees, permanent communication among the attendees regardless of their location, and participation and the casting of votes, all in real time.*

*The General Meeting of Shareholders shall be presided by the Chair of the Board of Directors, with the secretary thereof acting as secretary for the Meeting.”*

Amendment of article 38 (“Absentee voting”), which, if approved, will hereafter read as follows:

**“Article 38 Absentee voting**

*1. Shareholders with the right to attend may cast an absentee vote regarding proposals relating to the items included on the agenda for any type of General Meeting of Shareholders by post or any other means of remote communication that the Board of Directors may determine on occasion of the call to each General Meeting of Shareholders pursuant to the provisions of the Regulations for the General Meeting of Shareholders, and that duly assures the identity of the person exercising their right to vote.*

*2. A vote cast by remote means of communication shall only be valid if received by the Company before midnight (24:00) on the day immediately prior to the day set for the holding of the General Meeting of Shareholders upon first call. Otherwise, the vote shall be deemed to have not been cast.*

*3. Pursuant to the provisions of the Regulations for the General Meeting of Shareholders, the Board of Directors may expand upon the foregoing provisions, establishing state-of-the-art rules, means and procedures to implement voting and proxy-granting by remote means of communication, conforming in each case to the legal provisions applicable for such purpose. The implementing rules adopted under the provisions of this section shall be published on the Company’s website.*

*4. Personal attendance at the General Meeting by the shareholder or the proxy representative thereof shall have the effect of revoking the vote cast by post or other remote means of communication referred to in numbers 1 to 3 of this article.*

*5. Remote attendance at the General Meeting by simultaneous on-line means and the casting of electronic absentee votes during the course of the General Meeting of Shareholders shall be governed by the provisions of the Regulations for the General Meeting. The Regulations for the General Meeting may assign to the Board of Directors the regulation, with due observance of the provisions of law, the Bylaws and the Regulations for the General Meeting, of all required procedural aspects, including, among others, the minimum advance period to make the connection in order for a shareholder to be deemed present, the applicable procedure and rules for shareholders attending remotely to be able to exercise their rights, the period before the valid formation of the General Meeting during which those attending by on-line*

*means who wish to submit presentations and proposed resolutions must do so, the identification requirements that must be met by said remote attendees, and the influence thereof on the system for preparing the list of attendees.”*

Amendment of the internal Regulations for the General Meeting of Shareholders, adding an Additional Provision, which, if approved, will hereafter read as follows:

***“Additional Provision***

***Attendance at the General Meeting of Shareholders through real-time means of remote communication***

*Shareholders with the right to attend may attend the General Meeting of Shareholders using on-line means that allow their connection in real time with the venue or venues in which the General Meeting of Shareholders is held, provided that this is so approved by the Board of Directors as allowed by the state of art, pursuant to the provisions of article 31 of the Bylaws and without prejudice to the right of the shareholders to cast an absentee vote as provided in article 26 of these Regulations.*

*In particular, the means that can be used for such purpose that the Board ultimately accepts must allow for verification of the identity of the shareholders, the proper exercise of their rights, interactivity in real time and the proper conduct of the meeting.*

*In this case, attendance by the shareholders at the General Meeting of Shareholders shall be subject to the following rules, which may be expanded upon and completed by the Board of Directors:*

*(i) The call to meeting shall establish the period in advance of the meeting during which a shareholder desiring to attend the General Meeting of Shareholders must make the connection in order to be deemed a shareholder who is present. A shareholder making the connection after the established deadline shall not be deemed to be present.*

*(ii) Information and voting rights must be exercised through electronic means of remote communication allowed under the Bylaws and these Regulations. The Board of Directors shall determine the procedure and deadlines for the exercise of these rights during the General Meeting of Shareholders.*

*(iii) Pursuant to the provisions of Section 182 of the Corporate Enterprises Act, on occasion of the call to the General Meeting of Shareholders, the directors may decide that the presentations and proposed resolutions that those who are going to attend by on-line means intend to submit pursuant to law be submitted to the Company prior to the commencement of the General Meeting of Shareholders.*

*(iv) Furthermore, except upon the occurrence of any of the circumstances for denial provided for by the Act, the Bylaws or these Regulations, requests for*

*information or clarification submitted by remote attendees during the General Meeting of Shareholders shall be answered in writing within a period of seven days, without prejudice to the ability to do so during the course of the meeting.*

*(v) Shareholders desiring to attend the General Meeting of Shareholders must identify themselves with an electronic signature or other type of identification upon the terms set out by the Board of Directors in the resolution adopted for this purpose and with the provision of suitable assurances of authenticity and of identification of the shareholder in question.*

*The Board of Directors may establish and update means and procedures in accordance with the state of the art to implement remote attendance and the casting of remote electronic votes during the General Meeting of Shareholders, conforming to any legal rules governing this system and to the provisions of the Bylaws and these Regulations. Said means and procedures shall be published on the Company's website.*

*If, due to technical circumstances not attributable to the Company, remote attendance at the General Meeting of Shareholders is not possible in the manner provided for or there is an interruption of communication during the Meeting or a termination thereof, said circumstance may not be raised as an illegal deprivation of shareholder rights.*

**6.2. Amendment of article 62.3 of the Bylaws (“Remuneration of Non-Executive Directors if appointed Chair of the Board of Directors”).**

Amendment of article 62.3 (“Remuneration of Non-Executive Directors if appointed Chair of the Board of Directors”) which, if approved, will hereafter read as follows:

***“Article 62. Director remuneration***

- 1. The directors shall be entitled to receive remuneration for the performance of the duties corresponding thereto by virtue of their membership on the Board of Directors as a collective decision-making body of the Company.*
- 2. The shareholders acting at a General Meeting shall determine and approve the maximum amount to be received as remuneration by all the directors for all the items and for any duties that they perform, both executive and non-executive. The maximum amount set by the shareholders at the General Meeting shall remain in effect for so long as the shareholders do not approve a change thereof.*
- 3. The remuneration of directors who are not entrusted with executive duties shall be based on the following components:*
  - a) An annual fixed allocation;*
  - b) Any potential commitments of the Company to pay amounts as insurance premiums in favour of the directors; and*
  - c) A civil liability policy obtained by the Company for its directors upon customary terms and proportional to the circumstances of the Company.*
  - d) In addition to the above components, if the Chair of the Board of Directors is not entrusted with executive duties, said Chair may receive long-term variable remuneration based on the delivery of cash or shares, share options or instruments or other remuneration indexed to the value thereof, linked to business objectives, the value of the shares and, if applicable, other corporate social responsibility objectives, and shall be entitled to remuneration in kind consisting of the availability of a company vehicle.*

*If indexed to shares of the Company or to financial instruments linked to the quoted price thereof, said long-term variable remuneration must be approved*

*by the shareholders at a General Meeting of Shareholders. If applicable, the resolution shall state the maximum number of shares to deliver, the exercise price or system for calculating the exercise price of the share options, the value of any shares used as a reference, and the duration of the plan.*

*Except as provided in the last paragraph of letter d) above regarding long-term variable remuneration based on the delivery of shares of the Company or financial instruments linked to the quoted price thereof, the specific amount corresponding to the above items for each of the directors who are not entrusted with executive duties shall be determined by the Board of Directors in accordance with the director remuneration policy. For such purpose, it may take into account, amongst other issues, the positions held by each director within the collective body itself, their membership on and attendance at the various committees, and the classification of the director as independent or proprietary.*

4. *Directors who are entrusted with executive duties shall be entitled to receive the remuneration provided for in the contract signed to that end between the director and the Company, for the following items:*

a) *Fixed annual remuneration.*

b) *Annual variable remuneration calculated based on benchmark qualitative or quantitative indicators or parameters linked to the level of achievement of their objectives (approved by the Board of Directors, upon a proposal of the Appointments and Remuneration Committee).*

c) *Long-term variable remuneration based on the delivery of cash or shares, share options or instruments or other remuneration indexed to the value thereof, linked to business objectives, the value of the shares and, if applicable, other corporate social responsibility objectives.*

*If indexed to shares of the Company or to financial instruments linked to the quoted price thereof, said remuneration must be approved by the shareholders at a General Meeting of Shareholders. If applicable, the resolution shall state the maximum number of shares to deliver, the exercise price or system for calculating the exercise price of the share options, the value of any shares used as a reference, and the duration of the plan.*

d) *The following remuneration: (i) availability of company vehicle; (ii) life and casualty insurance; (iii) special health insurance; and (iv) the ability to enjoy all those benefits that the Company might make available to management personnel.*

- e) *A civil liability policy obtained by the Company for its directors upon customary terms and proportional to the circumstances of the Company.*
- f) *Potential severance payment for cessation in office or termination of contractual relationship with the Company.*

*These contracts must be approved in advance by the Board of Directors upon a proposal of the Appointments and Remuneration Committee, in compliance with the requirements of applicable law.*

*Furthermore, the text of these contracts shall conform to the director remuneration policy to be approved by the shareholders at the General Meeting of Shareholders.*

5. *The director remuneration policy shall conform as appropriate to the remuneration system provided for in the Company's Bylaws, shall have the scope provided by law, and shall be submitted by the Board of Directors for approval of the shareholders acting at a General Meeting of Shareholders with the frequency provided by law.*

*In any event, the overall sum of all amounts to be received by all of the directors for any items during each financial year shall never exceed the maximum amount approved by the shareholders at the General Meeting."*

**6.3. Elimination of article 65 bis of the Bylaws (“Strategy Committee”).**

Article 65 *bis* of the Bylaws (“Strategy Committee”) is hereby eliminated.

The elimination of said article 65 *bis* entails an amendment of article 18.5 of the internal Regulations of the Board of Directors, which reads, for informational purposes at the General Meeting of Shareholders, as follows:

***“Article 18. Executive and consultative bodies***

[...]

*5. An Audit and Control Committee and an Appointments and Remuneration Committee shall also be created with the information, supervisory, advisory and proposal-making powers on matters within their purview as specified in articles 64 and 65 of the Company’s Bylaws and which are further developed in their respective internal operating regulations.*

[...]”

**6.4. Amendment of articles 45, 62, 63, 64, 65 and new article 65 ter of the Bylaws, separation of the Appointments and Remuneration Committee into two Committees, the Appointments Committee and the Remuneration Committee.**

Amendment of article 45 (“Chair, Vice Chair, Secretary and Deputy Secretary”), which, if approved, will hereafter read as follows:

***“Article 45. Chair, Vice Chair, Secretary and Deputy Secretary***

- 1. The Board of Directors shall appoint from its members, following a report from the Appointments Committee, a Chair and a Vice Chair, as well as a non-director Secretary and, if appropriate, a non-director Deputy Secretary.*
- 2. The Vice Chair and any Deputy Secretary shall act by order thereof in cases of physical or legal inability to perform the positions they supplement.”*

Amendment of article 62 (“Director remuneration”), which, if approved, will hereafter read as follows:

***“Article 62. Director remuneration.***

- 1. The directors shall be entitled to receive remuneration for the performance of the duties corresponding thereto by virtue of their membership on the Board of Directors as a collective decision-making body of the Company.*
- 2. The shareholders acting at a General Meeting shall determine and approve the maximum amount to be received as remuneration by all the directors for all the items and for any duties that they perform, both executive and non-executive. The maximum amount set by the shareholders at the General Meeting shall remain in effect for so long the shareholders do not approve a change thereof.*
- 3. The remuneration of directors who are not entrusted with executive duties shall be based on the following components:*
  - a. An annual fixed allocation;*
  - b. Any potential commitments of the Company to pay amounts as insurance premiums in favour of the directors; and*
  - c. A civil liability policy obtained by the Company for its directors upon customary terms and proportional to the circumstances of the Company.*

*The specific amount corresponding to the above items for each of the directors who are not entrusted with executive duties shall be determined by the Board of Directors in accordance with the director remuneration policy. For such purpose, it may take into account, amongst other issues, the positions held by each director within the collective body itself, their membership on and*

*attendance at the various committees, and the classification of the director as independent or proprietary.*

*4. Directors who are entrusted with executive duties shall be entitled to receive the remuneration provided for in the contract signed to that end between the director and the Company, for the following items:*

*a. Annual fixed remuneration.*

*b. Annual variable remuneration calculated based on benchmark qualitative or quantitative indicators or parameters linked to the level of achievement of their objectives (approved by the Board of Directors, upon a proposal of the Remuneration Committee).*

*c. Long-term variable remuneration based on the delivery of cash or shares, share options or instruments or other remuneration indexed to the value thereof, linked to business objectives, the value of the shares and, if applicable, other corporate social responsibility objectives.*

*If indexed to shares of the Company or to financial instruments linked to the quoted price thereof, said remuneration must be approved by the shareholders at a General Meeting of Shareholders. If applicable, the resolution shall state the maximum number of shares to deliver, the exercise price or system for calculating the exercise price of the share options, the value of any shares used as a reference, and the duration of the plan.*

*d. The following remuneration: (i) availability of company vehicle; (ii) life and casualty insurance; (iii) special health insurance; and (iv) the ability to enjoy all those benefits that the Company might make available to management personnel.*

*e. A civil liability policy obtained by the Company for its directors upon customary terms and proportional to the circumstances of the Company.*

*f. Potential severance payment for cessation in office or termination of contractual relationship with the Company.*

*These contracts must be approved in advance by the Board of Directors upon a proposal of the Remuneration Committee, in compliance with the requirements of applicable law.*

*Furthermore, the text of these contracts shall conform to the director remuneration policy to be approved by the shareholders at the General Meeting of Shareholders.*

*5. The director remuneration policy shall conform as appropriate to the remuneration system provided for in the Company's Bylaws, shall have the scope provided by law, and shall be submitted by the Board of Directors for approval of the shareholders acting at a General Meeting of Shareholders with the frequency provided by law.*

*In any event, the overall sum of all amounts to be received by all of the directors for any items during the financial year shall never exceed the maximum amount approved by the shareholders at the General Meeting.”*

Amendment of article 63 (“*Executive and consultative committees of the Board of Directors*”), which, if approved, will hereafter read as follows:

**“Article 63. Executive and consultative committees of the Board of Directors**

- 1. Without prejudice to the powers of representation that it may grant to any person, the Board of Directors may create an Executive Committee made up of a minimum of three (3) and a maximum of six (6) members and may also appoint one (1) or more Managing Directors (Consejeros Delegados) upon a proposal of the Chair of the Board of Directors, and may totally or partially delegate thereto, either temporarily or permanently, all of the powers that are not non-delegable under applicable legal provisions. The validity of the delegation and designation of the members of the Board of Directors to hold said offices shall require the favourable vote of four-fifths (4/5) of the members of the Board of Directors, and shall not take effect until the registration thereof with the Commercial Registry.*
- 2. The Board must create an Audit and Control Committee, an Appointments Committee and a Remuneration Committee with the information, supervisory, advisory and proposal-making powers on matters within their purview as specified in these Bylaws and which may be further developed in the Regulations of the Board of Directors and in the internal regulations of each committee.*
- 3. The Board may also create other committees with consultative or advisory duties, without prejudice to the vesting therein of particular decision-making powers.”*

Amendment of article 64 (“*Audit and Control Committee*”), which, if approved, will hereafter read as follows:

**“Article 64. Audit and Control Committee.**

- 1. The Board of Directors shall create a permanent Audit Committee, an internal informational and consultative body without executive functions, with information, advisory and proposal-making powers within its scope of action as set forth in section 3 of this Article. The Audit and Control Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors itself and who must be external directors. A majority of the members of the Audit and Control Committee shall be independent and shall be appointed, particularly as regards its chair, taking into account their knowledge and experience in accounting, auditing or risk management. The Audit and Control Committee shall also appoint its Chair from among the independent directors forming part of said Committee. The position of Secretary of the Audit and Control Committee may be held by one of the members of the Committee or by the Secretary or the Deputy Secretary of the Board of Directors.*

2. *Directors forming part of the Audit and Control Committee shall hold office for so long as their appointment as directors of the Company remains in effect, unless the Board of Directors decides otherwise. The renewal, re-election and removal of directors sitting on the Committee shall be governed by resolution of the Board of Directors. The position of Chair shall be held for a maximum term of four (4) years, after which the Chair may not be re-elected as such until the passage of one (1) year from ceasing to act in that capacity, without prejudice to the continuance or re-election thereof as a member of the Committee.*
  
3. *Without prejudice to any other tasks that may be assigned thereto from time to time by the Board of Directors, the Audit and Control Committee shall have the following basic duties:*
  - a) *Report to the shareholders at the General Meeting of Shareholders on the issues raised thereat by the shareholders that are within their purview.*
  - b) *Monitor the effectiveness of the internal control of the Company and of its Group as well as their systems for managing risks, including tax risks.*
  - c) *Together with the statutory auditors, analyse significant weaknesses in the internal control system detected during the audit.*
  - d) *Supervise the process of preparing and presenting regulated financial information.*
  - e) *Propose to the Board of Directors, for submission to the shareholders at the General Meeting of Shareholders, the appointment, re-election or replacement of the statutory auditors, in accordance with applicable legal provisions, as well as the terms of engagement thereof, and regularly collect information therefrom on the audit plan and the implementation thereof, in addition to preserving its independence in the performance of its duties.*
  - f) *Supervise the internal audit activity of the Company.*
  - g) *Establish appropriate relations with the statutory auditors to receive information on those issues that might threaten the independence thereof, for examination by the Audit Committee, and any others related to the statutory audit process, as well as such other communications as are provided for in the laws on auditing and in other auditing rules. In any case, it must annually receive from the statutory auditors written confirmation of their independence from the Company or entities directly or indirectly related thereto, as well as information on additional services of any kind provided to these entities by the statutory auditors or by persons or entities related thereto, in accordance with laws on auditing of accounts.*
  - h) *On an annual basis, and prior to the audit report, issue a report expressing an opinion on the independence of the statutory auditors. This report must in all cases make a pronouncement regarding the provision of the additional services referred to in the preceding paragraph, considered individually and as a whole, other than the legal audit, and in relation to the rules on independence or the legal provisions governing audit activities.*
  - i) *Provide an advance report to the Board of Directors on all of the matters provided by law, the Company's Bylaws and the Regulations of the Board of*

*Directors, and particularly regarding: (i) the financial information that the Company must periodically publish; (ii) the creation or acquisition of interests in special purpose entities or entities domiciled in territories or countries considered to be tax havens; and (iii) related-party transactions.*

*j) Any others assigned thereto by the Board of Directors in its corresponding Regulations or in the Regulations of the Audit Committee.*

*4. The Audit and Control Committee shall ordinarily meet two (2) to four (4) times per year in order to review the periodic financial information to be submitted to the securities authorities, as well as the information that the Board of Directors must approve and include within its annual public documentation. It shall also meet at the request of one-third (1/3) of its members and whenever called by its Chair, who must do so whenever the Board of Directors or the Chair thereof requests the issuance of a report or the adoption of proposals and, in any case, whenever appropriate for the proper performance of the duties thereof. A valid quorum shall be formed with the presence in person or by proxy of one-half plus one of the directors forming part of the Committee, which shall adopt its resolutions by an absolute majority of votes. In case of a tie, the Chair shall have the tie-breaking vote.*

*5. The Board of Directors may further develop all of the above rules in its corresponding Regulations and/or in the Regulations of the Appointments Committee and/or in the Regulations of the Remuneration Committee.*

Amendment of article 65 (“Appointments Committee”), which, if approved, will hereafter read as follows:

**“Article 65 Appointments Committee**

*1. The Board of Directors shall create a permanent Appointments Committee, an internal informational and consultative body without executive functions, with information, advisory and proposal-making powers within its scope of action as set forth in section 3 of this Article. The Appointments Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors itself upon a proposal of the Chair of the Board and who must be external directors. A majority of the members of the Appointments Committee shall be independent directors and shall be appointed while endeavouring to ensure that they have the knowledge, skill and experience appropriate for the duties they are called upon to perform. The Appointments Committee shall also appoint its Chair from among the independent directors forming part of said Committee. The position of Secretary of the Appointments Committee may be held by one of the members of the Committee or by the Secretary or the Deputy Secretary of the Board of Directors.*

*2. Directors forming part of the Appointments Committee shall hold office for so long as their appointment as directors of the Company remains in effect, unless*

- the Board of Directors decides otherwise. The renewal, re-election and removal of directors sitting on the Committee shall be governed by resolution of the Board of Directors. The position of Chair shall be held for a maximum term of four (4) years, after which the Chair may not be re-elected as such until the passage of one (1) year from ceasing to act in that capacity, without prejudice to the continuance or re-election thereof as a member of the Committee.*
3. *Without prejudice to any other tasks that may be assigned thereto from time to time by the Board of Directors, the Appointments Committee shall have the following basic duties:*
- (i) Evaluate the skills, knowledge and experience needed on the Board of Directors. For these purposes, it shall define the functions and skills necessary in the candidates to fill each vacancy and shall evaluate the time and dedication required for them to effectively perform their duties.*
  - (ii) Establish a goal for representation of the less represented gender on the Board of Directors and prepare guidelines on how to achieve this goal.*
  - (iii) Submit to the Board of Directors proposals for the appointment of independent directors on an interim basis or for submission to a decision of the shareholders at a General Meeting of Shareholders, as well as proposals for the re-election or removal of said directors by the shareholders.*
  - (iv) Report on proposals for the appointment of the other directors on an interim basis or for submission to a decision of the shareholders at a General Meeting of Shareholders, as well as proposals for the re-election or removal thereof by the shareholders.*
  - (v) Report on proposals for the appointment and removal of senior officers and the basic terms of their contracts other than aspects relating to remuneration.*
  - (vi) Examine and organise the succession of the chair of the Board of Directors and the chief executive of the Company and, if applicable, make proposals to the Board of Directors so that said succession occurs in an orderly and planned manner.*
4. *The Appointments Committee shall ordinarily meet two (2) to four (4) times per year in order to review the status of the matters within its purview. It shall also meet at the request of one-third (1/3) of its members and whenever called by its Chair, who must do so whenever the Board of Directors or the Chair thereof requests the issuance of a report or the adoption of proposals and, in any case, whenever appropriate for the proper performance of the duties thereof. A valid quorum shall be formed with the presence in person or by proxy of one-half plus one of the directors forming part of the Committee, which shall adopt its*

*resolutions by an absolute majority of votes. In case of a tie, the Chair shall have the tie-breaking vote.*

5. *The Board of Directors may further develop all of the above rules in its corresponding Regulations and/or in the Regulations of the Appointments Committee.*

Proposed amendment of article 65 (“Remuneration Committee”), which, if approved, will hereafter read as follows:

**“Article 65 ter. Remuneration Committee**

1. *The Board of Directors shall create a permanent Remuneration Committee, an internal informational and consultative body without executive functions, with information, advisory and proposal-making powers within its scope of action as set forth in section 3 of this Article. The Remuneration Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors itself upon a proposal of the Chair of the Board and who must be external directors. A majority of the members of the Remuneration Committee shall be independent directors and shall be appointed while endeavouring to ensure that they have the knowledge, skill and experience appropriate for the duties they are called upon to perform. The Remuneration Committee shall also appoint its Chair from among the independent directors forming part of said Committee. The position of Secretary of the Remuneration Committee may be held by one of the members of the Committee or by the Secretary or the Deputy Secretary of the Board of Directors.*
2. *Directors forming part of the Remuneration Committee shall hold office for so long as their appointment as directors of the Company remains in effect, unless the Board of Directors decides otherwise. The renewal, re-election and removal of directors sitting on the Committee shall be governed by resolution of the Board of Directors. The position of Chair shall be held for a maximum term of four (4) years, after which the Chair may not be re-elected as such until the passage of one (1) year from ceasing to act in that capacity, without prejudice to the continuance or re-election thereof as a member of the Committee.*
3. *Without prejudice to any other tasks that may be assigned thereto from time to time by the Board of Directors, the Remuneration Committee shall have the following basic duties:*
  - (i) *Propose to the Board of Directors the remuneration policy for directors and general managers or whomsoever performs the duties of senior management reporting directly to the Board, to executive committees or to chief executive officers, as well as the individual remuneration and other contractual conditions for the executive directors, ensuring compliance therewith.*

- (ii) *Endeavour to ensure the transparency of remuneration and the inclusion in the Annual Report, in the Annual Corporate Governance Report and in the Annual Director Remuneration Report of information regarding the remuneration of the Directors, and for said purpose submit to the Board any appropriate information.*
  
- 4. *The Remuneration Committee shall ordinarily meet two (2) to four (4) times per year in order to review the status of the matters within its purview. It shall also meet at the request of one-third (1/3) of its members and whenever called by its Chair, who must do so whenever the Board of Directors or the Chair thereof requests the issuance of a report or the adoption of proposals and, in any case, whenever appropriate for the proper performance of the duties thereof. A valid quorum shall be formed with the presence in person or by proxy of one-half plus one of the directors forming part of the Committee, which shall adopt its resolutions by an absolute majority of votes. In case of a tie, the Chair shall have the tie-breaking vote.*
  
- 5. *The Board of Directors may further develop all of the above rules in its corresponding Regulations and/or in the Regulations of the Remuneration Committee.*

**Item relating to the composition of the Board of Directors**

7. **Setting of the number of members of Euskaltel's Board of Directors at eleven (11) directors.**
8. **Re-election of Kartera 1, S.L. as Proprietary Director represented by Ms Alicia Vivanco González for the bylaw-mandated 4-year term.**
9. **Ratification of the interim appointment (co-option) and election of Mr Xabier Iturbe as External Director.**

**ITEM SEVEN ON THE AGENDA**

**Composition of the Board of Directors**

**PROPOSED RESOLUTIONS RELATING TO ITEM SEVEN**

**7. Setting of the number of members of Euskaltel's Board of Directors at eleven (11) directors.**

Pursuant to the provisions of article 44 of the Bylaws, it is hereby resolved to decrease the number of members of the Board of Directors by two (2), such that the number of members of said body shall hereafter be set at eleven (11).

**ITEM EIGHT ON THE AGENDA**

**Composition of the Board of Directors**

**PROPOSED RESOLUTIONS RELATING TO ITEM EIGHT**

**8. Re-election of Kartera 1, S.L. as Proprietary Director represented by Ms Alicia Vivanco González for the bylaw-mandated 4-year term.**

Following a proposal of the Appointments and Remuneration Committee, it is hereby resolved to re-elect Kartera 1, S.L., represented by Ms Alicia Vivanco González, whose information appears on the registry page opened in the name of the Company in the Commercial Registry, as a director for the bylaw-mandated term of four (4) years, with the classification of proprietary director.

Kartera 1, S.L., represented by Ms Alicia Vivanco, shall accept the re-election thereof by any valid legal means.

**ITEM NINE ON THE AGENDA**

**Composition of the Board of Directors**

**PROPOSED RESOLUTIONS RELATING TO ITEM NINE**

**9. Ratification of the interim appointment (co-option) and election of Mr Xabier Iturbe as External Director.**

Following a proposal of the Appointments and Remuneration Committee, it is hereby resolved to ratify the interim appointment (co-option) and election as an external director of Mr Xabier Iturbe, whose information appears on the registry page opened in the name of the Company in the Commercial Registry.

**Items relating to shareholder remuneration and director remuneration**

10. **Approval of the proposed application of results of Euskaltel and distribution of dividends for the financial year ended 31 December 2019.**
11. **Approval of the annual maximum overall amount of remuneration of the Board of Directors.**
12. **Approval of the application of the Special Plan 2020-2022.**
13. **Approval of the Director Remuneration Policy for financial years 2019, 2020 and 2021.**

**ITEM TEN ON THE AGENDA**

**Approval of the proposed application of results of Euskaltel and distribution of dividends for the financial year ended 31 December 2019**

**PROPOSED RESOLUTION RELATING TO ITEM TEN**

In compliance with the provisions of Section 273.1 and 273.2 of the Corporate Enterprises Act, and as there has been a net profit in 2019 amounting to 60,261,040.80 euros and as the distributable reserves amounts to 417,793,605.03 euros (voluntary reserves and share premium), it is hereby resolved to distribute, a supplemental dividend of 0.170 euro (gross) per share of Euskaltel with the right to receive it and that is outstanding on the date that the corresponding payment is made.

It is expected that the payment of the aforementioned dividend will take place no later than 29 July 2020.

This dividend will be distributed through the entities members of “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR), the Board of Directors being hereby authorised for such purpose, with express power of substitution, to establish the specific date for payment of the dividend, to designate the entity that is to act as paying agent, and to take such other steps as may be required or appropriate for the successful completion of the distribution.

Therefore, the distribution of profits and reserves for financial year 2019 is as follows:

| <b>ALLOCATION BASIS</b> | <b>AMOUNT</b>         |
|-------------------------|-----------------------|
| Voluntary reserves      | 62.628.972,75         |
| Share premium           | 355.164.632,28        |
| Profits FY 2019         | 60.261.040,80         |
|                         | <b>478.054.645,83</b> |

| <b>DISTRIBUTION</b>                 | <b>AMOUNT</b>         |
|-------------------------------------|-----------------------|
| Legal reserve                       | 6.026.104,08          |
| Dividend (maximun amount)           | 55.380.061,60         |
| Share premium                       | 355.164.632,28        |
| Voluntary reserves (minimun amount) | 61.483.847,87         |
|                                     | <b>478.054.645,83</b> |

**ITEM ELEVEN ON THE AGENDA**

**Approval of the annual maximum overall amount of remuneration of the Board of Directors**

**PROPOSED RESOLUTION RELATING TO ITEM ELEVEN**

It is hereby resolved to set at 4,500,000 euros the maximum annual amount to be received as remuneration by all the directors for all the items and for any duties that they perform, both executive and non-executive.

Such maximum amount shall remain in effect for so long as a change thereof is not approved by the shareholders acting at a General Meeting of Shareholders.

Pursuant to the provisions of article 62.2 of the Bylaws, it is required that the shareholders acting at a General Meeting determine and approve the maximum remuneration to be received by the directors for the performance of both executive and non-executive duties.

**ITEM TWELVE ON THE AGENDA**

**Approval of the application of the Special Plan 2020-2022**

**PROPOSED RESOLUTION RELATING TO ITEM TWELVE**

Pursuant to the provisions of section 219 of the Corporate Enterprises Act and as provided by articles 62.3 d) and 62.4 c) of the Bylaws upon the terms proposed for the approval thereof, it is hereby resolved to approve the application of the Special Plan 2020-2022.

The application of the Special Plan is approved upon a proposal of the Board of Directors, following a proposal from the Appointments and Remuneration Committee.

**ITEM THIRTEEN ON THE AGENDA**

**Approval of the Director Remuneration Policy for financial years 2019,  
2020 and 2021**

**PROPOSED RESOLUTION RELATING TO ITEM THIRTEEN**

It is hereby resolved to approve the Company's Remuneration Policy, which has been made available to the shareholders, along with the required report of the Appointments and Remuneration Committee, since the call to this General Meeting, pursuant to the provisions of Section 529 *novodecies* of the Corporate Enterprises Act.

Such Policy shall apply to the remuneration of the Company's directors during this financial year 2020 and during financial year 2021 unless the shareholders approve a resolution modifying it during the effective period thereof.

**Items relating to the express authorisations and delegations that are requested**

14. **Authorisation to the Board of Directors, pursuant to the provisions of section 297.1.b) of the Corporate Enterprises Act, such that, within a maximum term of five years, and if it so deems appropriate, it may increase the share capital by up to one-half of the current share capital, on one or more occasions and at the time and in the amount it deems appropriate, with the power to exclude pre-emptive rights, up to a limit of 10% of capital at the time of the delegation pursuant to article 13 of the Bylaws. Delegation of powers to the Board of Directors, with express power of substitution, including, among others, the power to amend article 6 of the Bylaws governing share capital.**
  
15. **Renewal of the authorisation given to the Board of Directors by the shareholders acting at the General Meeting of Shareholders held on 27 June 2016, with express powers of substitution, for a period of 5 years, to issue simple debentures or bonds, notes and other fixed-income securities of a similar nature, not convertible into new shares of the Company or exchangeable for outstanding shares of the Company, as well as preferred shares, with a maximum limit of 600 million euros, in accordance with the Resolution adopted at the Annual General Meeting of Shareholders of Euskaltel, S.A. on 1 June 2018. Authorisation for the Company to be able to guarantee the new issues of securities by the subsidiaries up to the foregoing limit.**

## **ITEM FOURTEEN ON THE AGENDA**

**Authorisation to the Board of Directors, pursuant to the provisions of section 297.1.b) of the Corporate Enterprises Act, such that, within a maximum term of five years, and if it so deems appropriate, it may increase the share capital by up to one-half of the current share capital, on one or more occasions and at the time and in the amount it deems appropriate, with the power to exclude pre-emptive rights, up to a limit of 10% of capital at the time of the delegation pursuant to article 13 of the Bylaws. Delegation of powers to the Board of Directors, with express power of substitution, including, among others, the power to amend article 6 of the Bylaws governing share capital.**

### **PROPOSED RESOLUTION RELATING TO ITEM FOURTEEN**

#### **1. Authorised capital, amount and term**

Pursuant to the provisions of section 297.1.b) of the Corporate Enterprises Act, it is hereby resolved to authorise the Company's Board of Directors to increase the share capital by up to ten per cent (10%) of the Company's capital, without first consulting the shareholders, which power may be exercised within five years of the date set forth in this resolution, on one or more occasions, and at the time, in the amount and under the conditions that it freely decides in each case.

#### **2. Scope of the delegation**

The Board of Directors may in this manner set all of the terms and conditions of the increases in capital and the characteristics of the shares, as well as determine the investors and markets to which the increases in capital are directed and the placement procedure to be followed, freely offering the new unsubscribed shares during the period for exercising pre-emptive rights and, in case of incomplete subscription, providing that the increase in capital be cancelled or that the capital be increased only by the amount of the subscriptions made, and revise the text of the article of the Bylaws relating to Share Capital.

The Board of Directors may appoint the person or persons, who need not be directors, to implement any of the resolutions it adopts in use of this authorisation, and particularly the closing of the increase.

#### **3. Rights corresponding to the new shares, issue price and consideration for the increase**

The new shares issued for purposes of the increase or increases in capital approved under this delegation shall be ordinary shares with the same rights as those already existing (except for dividends already declared and pending payment at the time of issue thereof), which shall be issued at their par value or with any share premium that may be decided.

The consideration for the new shares must consist of cash contributions.

#### **4. Exclusion of pre-emptive rights**

Pursuant to the provisions of Section 506 of the Corporate Enterprises Act, the Board of Directors is expressly granted the power to exclude, in whole or in part, pre-emptive rights with respect to all or any of the issues approved by virtue of this authorisation if the interests of the Company so require, provided that the par value of the shares to be issued plus any share premium is equal to the fair value of the shares of the Company as set forth in the report to be prepared, at the request of the Board of Directors, by a statutory auditor other than the Company's statutory auditor appointed for these purposes by the Commercial Registry on each occasion that the Board exercises the power granted by this paragraph to exclude pre-emptive rights.

#### **5. Request for admission**

The Company's Board of Directors is also authorised to request the admission to trading of any shares that may be issued on Spanish or foreign organised secondary markets, as well as the exclusion therefrom, or if there is a change in the par value of shares already issued, the exclusion and re-admission thereof, complying with the rules applicable to trading, continued listing and exclusion from trading.

#### **6. Power of substitution**

The Board of Directors is hereby authorised to further delegate the delegated powers contemplated in this resolution to any of the members of the Board of Directors.

## **ITEM FIFTEEN ON THE AGENDA**

**Renewal of the authorisation given to the Board of Directors by the shareholders acting at the General Meeting of Shareholders held on 27 June 2016, with express powers of substitution, for a period of 5 years, to issue simple debentures or bonds, notes and other fixed-income securities of a similar nature, not convertible into new shares of the Company or exchangeable for outstanding shares of the Company, as well as preferred shares, with a maximum limit of 600 million euros, in accordance with the Resolution adopted at the Annual General Meeting of Shareholders of Euskaltel, S.A. on 1 June 2018. Authorisation for the Company to be able to guarantee the new issues of securities by the subsidiaries up to the foregoing limit.**

### **PROPOSED RESOLUTION RELATING TO ITEM FIFTEEN**

To renew on the same terms the authorisation granted to the Board of Directors by resolution of the shareholders at the General Meeting of Shareholders held on 27 June 2016, pursuant to the provisions of article 319 of the Regulations of the Commercial Registry and the general rules on the issue of debentures, in order to issue negotiable securities in accordance with the following conditions:

#### **1. Securities to be issued**

The negotiable securities covered by this delegation may be simple bonds or debentures, notes and other fixed-income securities of a similar nature, as well as preferred shares (the “Securities”).

The Securities that this delegation refers to may not be securities convertible into newly-issued shares of the Company or exchangeable for outstanding shares of the Company, nor may they be in the nature of warrants or other securities similar to the foregoing that may give the right to subscribe or acquire shares of the Company.

#### **2. Period of the delegation**

The Securities covered by the delegation may be issued on one or more occasions during a period of 5 years from the date of approval of this resolution.

#### **3. Maximum amount of the delegation**

Pursuant to the Resolution adopted by the shareholders at the Annual General Meeting of Shareholders of Euskaltel, S.A. held on 1 June 2018, the total maximum amount of the issue or issues of the Securities approved under this delegation shall be 600 million euros or the equivalent thereof in another currency.

#### **4. Scope of the delegation**

The delegation to issue the Securities shall cover, as broadly as required under Law, the setting of the various aspects and conditions of each issue (nominal value, issue price, repurchase price, currency of the issue, form of representation, interest rate, amortisation, subordination clauses, security for the issue, place of the issue, applicable law (if

applicable), setting of internal rules for the bondholders' syndicate and appointment of bondholders' syndicate representative or equivalent body for issues of simple debentures and bonds if so required, admission to trading, etc.) and the taking of any steps required, including pursuant to applicable securities market rules, for the implementation of specific issues approved under this delegation.

#### **5. Guarantee for issues of securities by subsidiaries**

The Board of Directors is also authorised to guarantee in the name of the Company and within the limits set forth above, new issues of securities by the subsidiaries during the term of this resolution.

#### **6. Trading of securities issued**

The Company may request the admission to trading on secondary markets, whether official or non-official, organised or non-organised, and domestic or foreign, of the Securities issued by the Company under this delegation, authorising the Board of Directors, as broadly under Law as required, to take the steps and actions necessary for admission to trading with the competent bodies of the various domestic or foreign securities markets.

#### **7. Power of substitution**

For purposes of the provisions of Section 249 *bis* I) of the Corporate Enterprises Act, the Board of Directors is expressly authorised to further delegate the powers referred to in this resolution.

**Item relating to general matters**

16. **Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof, further elaboration thereon and registration thereof, and to carry out the mandatory filing of accounts.**

**ITEM SIXTEEN ON THE AGENDA**

**Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof, further elaboration thereon and registration thereof, and to carry out the mandatory filing of accounts**

**PROPOSED RESOLUTION RELATING TO ITEM SIXTEEN**

Without prejudice to the delegations already approved by the shareholders acting at the General Meeting, it is hereby resolved on the broadest of terms to delegate authority to the Board of Directors, with powers of substitution or authorisation to any of its members, to the non-member Secretary of the Board of Directors and to the non-member Deputy Secretary of the Board of Directors, such that any of them, acting severally and as broadly as required under the law, may supplement, implement and further develop, with any technical modifications, all of the foregoing resolutions, correcting any omissions or errors therein, and for the interpretation thereof, giving said persons severally the power to execute any appropriate public documents containing the resolutions adopted, with the broadest powers to perform any acts required with respect to the resolutions approved at this General Meeting, executing the documents required to obtain the registration of said resolutions with the Commercial Registry, and particularly to:

- a) Correct, clarify, specify or complete the resolutions adopted at this General Meeting or those produced in any instruments or documents executed in implementation thereof, and particularly any omissions, defects or errors in form or substance that may prevent the access of these resolutions and the consequences hereof to the Commercial Registry, the Property Registry, the Industrial Property Registry or any others, and particularly to carry out the mandatory filing of accounts with the Commercial Registry.
- b) Make any announcements, execute any instruments or legal transactions, contracts or operations as are necessary or appropriate to adopt, and execute the resolutions required for the purposes provided by law to implement the resolutions adopted at this General Meeting, particularly including, among other powers, the power to appear before a Notary to execute or formalise any public or private documents deemed necessary or appropriate for the full effectiveness of these resolutions.
- c) Jointly or severally delegate all or part of the powers they deem appropriate that have been expressly granted to them by the shareholders acting at this General Meeting.
- d) In sum, to determine all other circumstances that may be required, taking any appropriate steps and complying with all requirements under applicable law to fully implement the resolutions of the shareholders at this General Meeting.

**Item relating to the resolution submitted to a consultative vote**

- 17. Consultative vote regarding the Annual Director Remuneration Report for financial year 2019.**

**ITEM SEVENTEEN ON THE AGENDA**

**Consultative vote regarding the Annual Director Remuneration Report for  
financial year 2019**

**PROPOSED RESOLUTION RELATING TO ITEM SEVENTEEN**

It is hereby resolved to approve the Annual Director Remuneration Report for financial year 2019 on a consultative basis.

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