

## **Results: Quorum, voting and resolutions**

Euskaltel's Extraordinary General Meeting of Shareholders, held on first call on 29 September 2020, was convened with a total of 145,961,247 shares in attendance (44,089,474 present and 101,871,773 represented), reaching a quorum of 81.704% of share capital (24.680% present and 57.025% represented).

For the purposes of Article 148 of the Spanish Companies Act, a record is made that the company's own share portfolio has been included in the capital for the purposes of calculating the shares required to constitute and adopt resolutions at the general meeting, although the voting rights relating to these shares cannot be exercised as they are suspended.

All resolutions proposed by the board of directors were approved and are listed below, in accordance with the voting results shown in the attached table:

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

**One. Appointment of Ms Beatriz Mato Otero as independent director for the bylaw-mandated term of four (4) years**

It is agreed to appoint Ms Beatriz Mato Otero as independent director, following a report from the Appointments Committee and at the proposal of and following an explanatory report by the board of directors, for the bylaw-mandated term of four (4) years.

Ms Mato shall accept the appointment, where appropriate, by any legally valid means.

**Two. Appointment of Ms Ana García Fau as independent director for the bylaw-mandated term of four (4) years**

It is agreed to appoint Ms Ana García Fau as independent director, following a report from the Appointments Committee and at the proposal of and following an explanatory report by the board of directors, for the bylaw-mandated term of four (4) years.

Ms García Fau shall accept the appointment, where appropriate, by any legally valid means.

**Three. Setting of the number of members of Euskaltel's board of directors at ten (10) directors**

In accordance with article 44 of the Articles of Association, it is agreed to reduce the members of the board of directors by one (1), so that, where appropriate and from now on, the number of members of this body is set at ten (10).

The tenures of the directors Mr José Ángel Corres Abasolo, Ms Elisabetta Castiglioni and Mr Miguel Angel Lujua Murga expired on 27 June 2020, and were tacitly renewed until the Extraordinary General Meeting of Shareholders was held on 29 September 2020, from which point on these tenures are no longer valid and the three aforementioned individuals have left the board of directors.

**Item relating to the update of the corporate governance system**

**Four. Information to the shareholders at the general meeting regarding the amendments to the regulations of the board of directors approved by the board of directors**

Shareholders have been provided with the document containing the current version of the regulations of the company's board of directors, including the amendments to the regulations agreed by the board of directors since the previous General Meeting of Shareholders of the company was held and the relevant explanatory report on the amendments included, which was issued by the board of directors.

This agenda item, which is for information purposes only, does not require the adoption of any specific resolution by the company's shareholders

**Item relating to general matters**

**Five. Delegation of powers to formalise and implement all resolutions adopted by 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**

It is agreed to delegate –notwithstanding the powers already delegated to the board of directors by the general meeting, including the authority to replace or grant a power of attorney to any of its members, and in the broadest terms possible– to the non-board member secretary and the non-board member deputy secretary, so that either of them, indistinctly and with all the necessary scope in law, may supplement, execute and prepare, technically modifying, where appropriate, all the previous resolutions, correcting any omissions or errors that may be present in them, and interpret them, jointly and severally

granting the aforementioned persons the power to convert the appropriate documents containing the resolutions adopted into public deeds, with the broadest powers to carry out any acts that may be necessary in relation to the resolutions of this general meeting, granting the documents that may be necessary to enter the aforementioned resolutions in the commercial registry, and in particular to:

- a) Correct, clarify, specify or complete the resolutions adopted by this general meeting or those arising from any deeds or documents granted in order to execute these resolutions and, in particular, any omissions, mistakes or errors of content or form that may prevent the resolutions from being correctly filed at the commercial registry, the property registry, the industrial property registry or any other registry, and the consequences thereof.
- b) To make any announcements, undertake legal acts or business, contracts or transactions that may be necessary or convenient to adopt, and to execute the necessary resolutions for the purposes provided for in law to execute the resolutions adopted by this general meeting, including, in particular, and among other powers, that of appearing before a Notary Public to grant or enter into any public or private documents deemed necessary or convenient to ensure the full effectiveness of these resolutions.
- c) To delegate all or some of the powers deemed necessary from those expressly attributed to them by this general meeting, either jointly or severally.
- d) In short, to determine all other circumstances that may be necessary, completing any procedures that may be appropriate and complying with any requirements that may be necessary in accordance with current legislation, so as to execute to the greatest extent possible what has been agreed by the General Meeting of Shareholders.

# VOTACIONES

## JUNTA GENERAL EXTRAORDINARIA EUSKALTEL, S.A. 29-septiembre-2020

Celebrada a las 11:00 horas en 1ª Convocatoria

EMISION	ACCIONES	NOMINAL	CAPITAL
ES0105075008	178.645.360	3,00	535.936.080,00

PUNTOS	A FAVOR		EN CONTRA		ABSTENCION		EN BLANCO		TOTAL	TOTAL	AUTOCARTERA		
	VOTOS	%	VOTOS	%	VOTOS	%	VOTOS	%	VOTOS	% CAP.SOC.	ACCIONES	%	% CAP.SOC.
1	145.862.422	99,81302	0	0,00000	98.800	0,06761	25	0,00002	145.961.247	81,70447	174.407	0,11935	0,09763
2	145.785.689	99,76051	76.675	0,05247	98.858	0,06765	25	0,00002	145.961.247	81,70447	174.407	0,11935	0,09763
3	143.409.495	98,13449	5.228	0,00358	2.546.524	1,74258	0	0,00000	145.961.247	81,70447	174.407	0,11935	0,09763
5	145.961.164	99,88059	83	0,00006	0	0,00000	0	0,00000	145.961.247	81,70447	174.407	0,11935	0,09763