

**BY-LAWS
OF
IBERPAPEL GESTIÓN, S.A.**

**TITLE I
NAME, OBJECTS, DURATION AND REGISTERED OFFICE.**

ARTICLE 1.- The Company's name is "IBERPAPEL GESTIÓN S.A.". It shall be governed by the Law, these By-laws and other legislation as applicable from time to time.

ARTICLE 2.- The Company has the following corporate objects:

- A) Commercial transactions of all kinds, for its own account or for the account of third parties, involving any goods or objects.
- B) Ownership and exploitation, by any means, of all kinds of municipal, rural, agricultural, forestry and industrial properties.
- C) Subscription, derivative acquisition, holding, use, administration, purchase or sale of securities and shares, except for the activities regulated by Law 46/84 or by specific legislation.

ARTICLE 3.- The Company is incorporated for an indefinite period.

The Company shall commence its activities the day the formation deed is executed (barring activities requiring special administrative formalities, which shall commence when such administrative requirements are obtained and/or fulfilled).

ARTICLE 4.- The registered office is at Avda. Sancho El Sabio 2-1º, San Sebastián.

The Administrative Body shall be authorised to move the registered office within the same municipality and to open, close or move branches, agencies or offices in Spain and abroad, as necessary or advisable for the Company's activities.

ARTICLE 4.ii).- The Company's corporate website is www.iberpapel.es. The Board of Directors may resolve to close and move the Company's website.

TITLE II

SHARE CAPITAL AND SHARES

ARTICLE 5.- Share capital stands at SIX MILLION FIVE HUNDRED AND SEVENTY-EIGHT THOUSAND SIX HUNDRED AND SIXTY SEVEN EUROS (6.578.667,00 EUROS).

Share capital is divided into TEN MILION NINE HUNDRED AND SIXTY FOUR THOUSAND FOUR HUNDRED AND FORTY FIVE(10.964.445) fully-subscribed and paid-up ordinary shares with a par value of €0.60 each, in a single class and series.

ARTICLE 6.- The shares are represented by book entries.

ARTICLE 7.- The Company shall acknowledge the shareholder status of persons legitimately entered in the relevant accounting registers, including the rights pertaining to shareholder status under these By-laws and in accordance with the applicable regulations.

The share confers shareholder status on its legitimate owner and implies that the owner must observe all the provisions of these By-laws and of resolutions validly adopted by the Company's governing bodies, while authorising the owner to exercise the rights inherent in shareholder status, pursuant to these By-laws and to the Law.

TITLE III

GOVERNING BODIES

ARTICLE 8.- The Company shall be governed and administered, subject to the terms and conditions set forth below, by the General Shareholders' Meeting and by the Board of Directors.

This shall not affect other officers that may be appointed by the General Meeting itself, by the By-laws or by the Law.

TITLE IV

REGARDING THE GENERAL SHAREHOLDERS' MEETING

ARTICLE 9.- The General Meeting, duly assembled, represents all the shareholders and its resolutions, adopted in accordance with these By-laws, with the General Shareholders' Meeting Regulations and with applicable legislation, shall be binding on all the shareholders, including those who are absent, abstain from voting and dissent, without affecting the rights and actions of all kinds that may be available to them under prevailing laws.

The General Meeting shall resolve upon the matters within its competence pursuant to the Law, these By-laws and the General Meeting Regulations. In particular, the General Meeting shall have competence to adopt the following resolutions:

1. Appointment and removal of the Board directors, liquidators and, if applicable, auditors, as well as actions for liability against any of them.
2. Approval, if applicable, of the annual accounts, distribution of results and management of the Company's affairs.
3. Issuance of debentures and capital increases and reductions, delegating to the Board of Directors, if appropriate and within the legally stipulated periods, the power to set the execution date(s); the Board may use all or part of such powers, or even refrain from execution based on market circumstances, the Company's own situation or any fact or event of particular relevance that justifies such a decision, at the Board's discretion. In this case, the decision shall be explained to the first General Meeting held following the end of the execution period. The power to increase share capital in the terms stipulated by Law may also be delegated to the Board of Directors.
4. Amendment of the Company's By-laws and confirmation or rectification of the interpretation afforded to the By-laws by the Board of Directors.
5. Dissolution, transformation, merger, spin-off and assignment of all the Company's assets and liabilities; transfer of the Company's registered office abroad.
6. Approval of the final liquidation balance sheet.
7. Approval of Specific General Meeting Regulations and subsequent amendments.
8. Decisions on any matter submitted to it by the Board of Directors, in the event of relevant circumstances or events affecting the Company, its shareholders or its governing bodies and, in any case, in the event of a takeover bid on shares issued by the Company, where the Board of Directors' report is not favourable.
9. Granting of powers to the Board of Directors for unforeseen cases, as deemed fit.
10. Approval of the acquisition, disposal or contribution to another company of essential assets. An asset is presumed to be essential when the amount of the transaction exceeds twenty-five percent of the value of the assets reflected in the latest balance sheet approved.
11. Approval of the transfer to subsidiaries of essential activities performed up to that time by the Company, even though the Company retains full ownership. Activities are presumed to be essential when the volume exceeds twenty-five percent of the total assets reflected in the balance sheet.
12. Approval of transactions the effect of which is equivalent to the liquidation of the Company.
13. Approval of the directors' remuneration policy as stipulated by Law.
14. Any other matters that may be established by Law or the Bylaws.

ARTICLE 10.- General Meetings may be ordinary or extraordinary.

General Meetings shall be convened by the Company's Board of Directors whenever it deems necessary or advisable in the Company's interests and, in any event, on the dates or in the periods stipulated by Law or by these By-laws.

Moreover, the Board of Directors shall convene the General Meeting whenever asked to do so by one or more shareholders representing at least three percent of share capital, stating in the request the items to be included on the agenda. In this case, the General Meeting shall be convened to be held within the legally stipulated period as from the date on which the Board of Directors receives a notarised request; the matters stated in the request shall necessarily be included in the agenda.

The Annual General Meeting, previously convened, shall necessarily be held within the first six months of each year to approve, if applicable, the management of the Company's affairs and the previous year's accounts, and to resolve upon the distribution of results.

Any other General Meeting shall be an Extraordinary General Meeting.

The Annual General Meeting shall be valid even if it is convened or held outside the stipulated period.

ARTICLE 11.- The Annual or Extraordinary General Meeting shall be validly assembled, on first call, when shareholders present or represented hold at least one quarter of issued voting capital. On second call, the General Meeting shall be valid irrespective of the share capital present or represented.

ARTICLE 12.- The provisions of the preceding article notwithstanding, in order for the General Meeting to validly agree upon the issuance of debentures, a capital increase or decrease, the suppression or restriction of the pre-emptive right to new shares, the transformation, merger, spin-off or assignment of all the Company's assets and liabilities, the transfer of the registered office abroad and, in general, any amendment to the By-laws, it shall be attended, on first call, by one half of issued voting capital. On second call, one quarter of issued voting capital shall suffice.

However, when the General Meeting is attended by shareholders representing less than fifty percent of issued voting capital, the corporate resolutions referred to in this article may only be adopted with the favourable vote of two thirds of capital present or represented.

ARTICLE 13.- General Meetings shall be held in the municipality in which the Company's has its registered office, in the premises stated in the announcement.

The announcements shall be published sufficiently in advance, as stipulated by Law, in the "Official State Gazette" and in the Company's website, unless other media are stipulated by Law.

The announcement shall state:

- a) The Company's name and the place, date and time of the Meeting on first call and, if applicable, on second call; at least twenty-four hours must elapse between first call and second call.
The office of the person(s) that call the Meeting, the date on which the shares must be registered in the shareholder's name in order to be able to attend and vote at the Meeting, the place and form in which the full text of the documents and proposed resolutions may be obtained, and the address of the Company's website in which the information will be available.
- b) The agenda of the Meeting, worded clearly and precisely, including the items that must be addressed during the Meeting.
- c) The right of shareholders representing at least three percent of share capital to request the publication of a supplement to the announcement of the Annual General Meeting, including one or more items on the agenda, providing the new items are accompanied by reasoning or, if applicable, by a reasoned proposal for a resolution. In no circumstances may this right be exercised when an Extraordinary General Meeting is called. This right shall be exercised by means of a duly attested notification that must be received in the registered office within five

days as from publication of the announcement. The supplement shall be published at least fifteen days in advance of the scheduled date of the Meeting. The failure to publish it during this supplementary period shall be a cause for challenging the resolutions adopted during the Meeting.

Shareholders representing at least three percent of share capital may, in the same time period indicated above, submit fundamental proposals relating to items already on the agenda or that must be included in the agenda of the Meeting announced. The Company shall assure the distribution of these proposed resolutions and of any accompanying documentation among the rest of the shareholders, pursuant to prevailing legislation.

- d) Requirements to attend the Meeting and evidence to be submitted to the Company.
- e) The distance communication media that, in accordance with the Law, the By-laws and the General Meeting Regulations, may be used by the shareholders to exercise their rights to be represented, grouped together and vote; as well as the requirements, time periods and procedures established for such use.
- f) The shareholder's right to be represented at the Meeting by another person and the requirements and procedures to exercise this right.
- g) The shareholder's right of information and how it may be exercised.

Nonetheless, the General Meeting shall be deemed to have been convened and validly assembled to deliberate upon any matter provided that all share capital is present or represented and the attendees unanimously agree to hold the Meeting.

ARTICLE 14.- All shareholders that attest to shareholder status and whose shares are entered in the register of book entries at least five days prior to the scheduled date of the Meeting shall be entitled to attend. When the shareholder exercises a voting right through distance communication media, in the terms of Article 14.ii) of these By-laws, shareholder status shall also be held when the vote is cast.

Shareholders entitled to attend may delegate another person as their representative. The same shareholder may not be represented at the meeting by more than one person.

Representation shall be nominative and shall be granted in writing specifically for each General Meeting. All the above is without prejudice to the provisions of the Law.

Furthermore, shareholders may grant representation through electronic or telematic distance communication means that duly guarantee the representative's status and identity, and which the Board of Directors considers to provide appropriate guarantees of authenticity and identification of the shareholder represented. Representation granted through such means shall be sent to the Company following the procedure and within the deadline to be determined by the Board of Directors in the resolution convening the meeting.

The Board of Directors shall determine, in the resolution convening each meeting, the procedure, requirements, system and deadline for granting and sending to the Company, as well as the possible revocation of, representations or vote delegations issued electronically or telematically.

Such circumstances shall be stated in the meeting announcements.

The public request for representation shall be made in accordance with the Law, in any event.

The Board directors shall attend the General Meetings. The directors, technical personnel and other persons who, in the opinion of the Board of Directors, have an interest in the Company's performance and whose involvement in the meeting may, if necessary, be useful to the Company may also attend and speak, but may not vote. The Chair of the General Meeting may authorise any person to attend as deemed fit, without affecting the General Meeting's power to revoke such authorisation.

Simultaneous remote attendance at the General Shareholders' Meeting through electronic means and the casting of a distance vote electronically during the meeting may be allowed if this is stipulated in the General Meeting Regulations, subject to the requirements set forth therein. In this case, the General Meeting Regulations may attribute to the Board of Directors the power to determine when, based on the state of technology and the appropriate conditions of security and simplicity, to allow, with suitable guarantees, simultaneous remote attendance at the General Meeting through electronic means and the casting of a distance electronic vote during the meeting. Moreover, the General Meeting Regulations may attribute to the Board of Directors the power to regulate, while observing the Law, the Bylaws and the General Meeting Regulations, all the necessary procedural aspects, including, among other matters, the minimum period of time that the shareholder must be connected prior to the meeting in order to be considered present and applicable rules so that shareholders attending remotely may exercise their rights, the identification requirements for remote attendees and their effect on the preparation of the list of attendees.

Where permitted by prevailing legislation, at all times and subject to the conditions stipulated therein, General Meetings may be convened to be held in an exclusively electronic manner, without the physical attendance of any shareholders or representatives.

ARTICLE 14.ii)

1. Shareholders entitled to attend may vote on proposals relating to items on the agenda of any kind of General Meeting through the following distance communication media:

- a) By post, sending the attendance card obtained from the Company or from the relevant member entities of the securities clearing, settlement and registry system, duly completed and signed.
- b) Through other electronic communication media or any other means of distance communication, provided, in such cases, the Board of Directors considers that they duly guarantee the identity of the shareholders exercising their voting right and provide unequivocal evidence of the identity and status (shareholder or representative) of the voters, the number of voting shares held and the direction of the vote or, if applicable, abstention.

2. The General Shareholders' Meeting Regulations shall establish the deadline, prior to the date of the Meeting, for receipt of distance votes cast.

3. Shareholders that cast distance votes in the terms of this article shall be deemed to be present for the purposes of the Meeting in question.

ARTICLE 15.

I. The shareholders' right of information shall be exercised in the manner stipulated by Law and through a Company website, the content of which shall be determined by the Board of Directors. In any event, the website shall include the following information:

Full text of the announcement.

Total number of shares and voting rights at the announcement date, broken down by share class, if applicable.

Text of all the resolutions proposed by the Board of Directors in relation to the items on the agenda or, in connection with merely informative items, a report from the competent bodies containing comments on each of the items. The proposals submitted by shareholders shall be also be posted on the website as they are received.

The documents or information on the agenda items that must, by Law, be made available to the shareholders as from the announcement date.

In the event of the appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category of each member, as well as the proposal and reports referred to in Article 529.x). In the case of a legal entity, the information shall include details of the natural person that is to be permanently appointed to carry out the relevant functions.

The distance communication media that, in accordance with the Law and the By-laws, may be used by the shareholders to exercise their rights to be represented, vote and, if applicable attend, as well as the requirements, time periods and procedures established for such use.

Information on the shareholder information services (telephone number, email, offices) to allow information to be obtained and suggestions or proposals to be made, pursuant to applicable legislation.

2. The shareholders' right to information may also be exercised by means of specific requests for information, which shall observe the following rules:

- a) Queries or requests for information or clarifications relating to items on the agenda of the General Meeting may be submitted:

- During the Meeting, in the terms stipulated in the General Shareholders' Meeting Regulations. In this case, the Board directors shall respond during the same Meeting, unless this is not possible, in which case the Board directors shall respond in writing within seven days, in the terms of the said Regulations.

In writing, to the fifth day prior to the date of the General Meeting in question, by delivering the request to the registered office or sending it to the Company by post or other electronic or telematic distance communication media. Such media shall be allowed where, in a prior specific resolution, the Board of Directors considers that they offer adequate guarantees of

the authenticity and identity of the shareholder exercising the information right. These requests shall be answered, prior to the General Shareholders' Meeting, using the same media through which they were submitted, unless the shareholder indicates a different medium and the Board of Directors deems it to be suitable.

- b) Requests for information or clarifications that relate to publicly-accessible information that has been provided by the Company to the Spanish National Securities Market Commission, as from the date of the immediately previous Meeting, may be made to the seventh day prior to the scheduled date of the Meeting, by delivering the request to the registered office or sending it to the Company by post or other electronic or telematic distance communication media. Such media shall be allowed where, in a prior specific resolution, the Board of Directors considers that they offer adequate guarantees of the authenticity and identity of the shareholder exercising the information right.

These requests shall be answered, prior to the General Shareholders' Meeting, using the same media through which they were submitted, unless the shareholder indicates a different medium and the Board of Directors deems it to be suitable.

- c) The Board directors shall be required to furnish the requested information referred to in this article, unless that information is unnecessary to protect the shareholder's rights or there are objective reasons to consider that it could be used for non-Company purposes or that its disclosure could harm the Company or its related companies.
- d) An information request cannot be rejected when it is supported by shareholders representing at least one quarter of share capital.

3. The provisions of this article do not affect the shareholders' right to obtain the documents in printed form and to ask for them to be sent free of charge where stipulated by Law.

ARTICLE 16.- The Board directors may convene an Extraordinary General Meeting whenever it is deemed to be in the Company's interests. They shall also convene an Extraordinary General Meeting when asked to do so by shareholders representing at least three percent of share capital, stating the matters to be discussed in the request. In this case, the General Meeting shall be convened in order to be held within two months as from the date on which the Board directors receive a notarised request; the matters stated in the request shall necessarily be included in the agenda.

ARTICLE 17.- The Chairperson of the Board of Directors and, failing this, the Vice-Chair of the Board shall chair the General Meeting. In their absence, the oldest Board director shall chair the Meeting.

The Secretary to the Board of Directors shall chair the Meeting and, failing this, the Vice-Secretary to the Board; they may be substituted by a person designated by the shareholders attending the Meeting.

ARTICLE 18.- The majority necessary to approve a resolution, on both first and second call, shall be a simple majority of the votes of shareholders present or represented at the Meeting, such that the resolution shall be deemed to be adopted when there are more votes in favour than against, from

among the share capital present or represented, barring the cases stipulated in these By-laws and in the Law that may require a qualified majority.

Each share carries one vote.

A shareholder shall have a conflict of interest and may not exercise the voting right pertaining to the shares held when the purpose of the resolution to be adopted is to:

- a) authorise that shareholder to transfer shares subject to a legal or By-law restriction.
- b) exclude that shareholder from the Company.
- c) release that shareholder from an obligation or grant a right to the shareholder.
- d) provide that shareholder with any kind of financial assistance, including the provision of guarantees in the shareholder's favour; or
- e) exonerate that shareholder from the obligations deriving from the duty of loyalty imposed by law on the Board directors.

ARTICLE 19.- The minutes of the Meeting may be approved by the Meeting itself, once it has ended and, failing this, within fifteen days, by the Chairperson and two scrutineers, one representing the majority and the other the minority.

The minutes approved either way shall be enforceable as from the approval date.

Minutes certificates shall be issued and the resolutions shall be executed in a public deed by the persons authorised to do so by these By-laws and the Commercial Registry Regulations.

TITLE V REGARDING ADMINISTRATION

ARTICLE 20.- The Company shall be represented in and out of court by the Board of Directors, which may perform and carry out all the activities included in the corporate objects and exercise all powers not specifically reserved by the Law or by these By-laws for the General Meeting.

ARTICLE 21.- “Article 21.- The Board of Directors shall have a minimum of three (3) and a maximum of eleven (11) members designated by the General Shareholders’ Meeting.

The Board directors shall hold office for a maximum period of four years and may be re-appointed one or more times for the same maximum term of office. The Board of Directors shall be authorised to provisionally fill vacancies that may arise on the Board by designating in the legally stipulated manner the persons who are to fill the vacancies, submitting their appointment to the first General Meeting held as from the date in question. Moreover, should a vacancy arise once the General Meeting has been announced and before it is held, the Board of Directors may designate a director by co-optation until the following General Meeting is held. A Board director need not necessarily be a shareholder.

Persons subject to legal grounds for disqualification or incompatibility may not be Board directors”.

ARTICLE 21.II)

In the event that the Chairperson of the Board of Directors is an executive director, the Board shall necessarily appoint a lead director, from among the independent directors, holding the powers attributed by the Law, these By-laws and the Board Regulations; the executive directors shall abstain from voting on the said appointment.

ARTICLE 22.- The Board of Directors shall appoint from among its number a Chair and Secretary and, if applicable, a Vice-Chair and Vice-Secretary. The Secretary and Vice-Secretary may or may not be directors. In the latter case, they shall be entitled to speak but not to vote.

The Chair may perform his or her duties as an executive or non-executive. Should the Chair be an executive, he or she shall have the powers expressly delegated by the Board of Directors. Should the Chair be a non-executive, he or she shall be Company's highest representative and shall have the rights and obligations inherent in such representative status, including the power to sign on the Company's behalf.

In any event, the Chair has primary responsibility for the efficient functioning of the Board of Directors. He or she will convene and chair the meetings of the Board of Directors, setting the agenda and leading discussions and deliberations during such meetings, stimulating debate and active participation by the directors during the meetings, and ensuring that the directors receive sufficient information in advance to deliberate on the agenda items and that the Board of Directors' resolutions are fulfilled.

The Board of Directors may appoint persons who are not Board directors and have held the office of Board Chair as the Company's Honorary Chair.

The directorship shall be remunerated. The Directors' Remuneration Policy approved by the General Shareholders' Meeting shall determine the maximum total remuneration to be received by the members of the Board of Directors for holding office, the Board being broadly empowered to set their individual remuneration, within the aforementioned maximum limit and in accordance with the Remuneration Policy, subject to a report from the Appointments and Remuneration Committee. The amounts, items and conditions applicable to Board directors who perform executive duties shall also be stipulated in the Remuneration Policy. The amounts paid shall be deducted from gross income before calculating the Company's profit".

ARTICLE 23.- The Board of Directors shall meet whenever convened by the Chairperson or, if applicable, by the Lead Director in the manner stated in the Board of Directors Regulations and in all other legally stipulated cases.

A Board meeting may be convened by directors representing at least one third of the Board members, stating the agenda, in order for the meeting to be held in the town in which the registered office is located, if the Chairperson has been asked to call a meeting but has not done so, without justified cause, within a one-month period.

The meeting may be called using any ordinary means, provided evidence may feasibly be obtained.

This notwithstanding, the Board of Directors shall be deemed to be validly assembled without any need for notification if all its members, present or represented, unanimously agree to hold the meeting and accept the agenda items.

The Board of Directors shall meet at least eight times a year and shall hold at least one meeting each quarter.

A Board meeting shall be validly assembled when the majority of the Board members are present or represented by another director. Representation shall be granted in a letter sent to the Chairperson.

The Board directors shall attend meetings in person. The above notwithstanding, the absent Board member may delegate another director as his or her representative, although the non-executive directors may only delegate another non-executive director.

Provided there are well-founded reasons preventing one or more directors from attending, the Chairperson may also authorise the holding of Board meetings simultaneously attended in different locations connected through audiovisual means or over the telephone, assuring recognition of those in attendance, real-time interaction and intercommunication, and thus a single act.

Resolutions shall be adopted by an absolute majority of the attendees. The Chair shall have the casting vote in the event of a tie.

A written vote without a meeting shall be valid if no director objects.

The Board's deliberations and resolutions shall be set out in a minutes book and shall be signed by the Secretary and approved by the Chairperson.

ARTICLE 24.- The Board of Directors

The Board of Directors, in order to carry out its functions in the best possible manner, may create any Committees deemed necessary to assist it in the matters within its competence, delegating the relevant powers, save for the Board powers that are non-delegable by Law and under the Bylaws, specifically:

Calling of the General Shareholders' Meeting and preparation of the agenda and resolution proposals. Powers that the General Meeting may have delegated to the Board, unless sub-delegation has been specifically authorised.

Supervision of the effective functioning of the committees created and the activities of any designated delegate bodies and executives.

Approval of the strategic or business plan, management objectives and annual budgets, investment and financing policy, corporate social responsibility policy and dividend policy.

The policy relating to shares.

Appointment and removal of the Company's managing directors and stipulation of their contractual terms.

Appointment and removal of executives reporting directly to the Board or to any Board member and stipulation of the basic terms of their contracts, including remuneration.

Decisions relating to directors' remuneration, within the framework stipulated in the Bylaws and, if applicable, the remuneration policy approved by the General Meeting.

Determination of the risk control and management policy, including tax matters, and supervision of internal information and control systems.

Determination of the corporate governance policy of the Company and the group parented by the Company, its organisation and functioning and, in particular, the approval of its own regulations.

Issuance and submission to the General Meeting of the annual accounts.

Determination of the Company's general policies and strategies.

Authorisation or exemption from obligations deriving from the duty of loyalty stipulated in Article 230 of the Spanish Companies Act.

Its own organisation and functioning.

Approval of the financial information that must be disclosed periodically by a listed company.

Preparation of any kind of report required of the Board of Directors by law, provided the operation referred to in the report cannot be delegated.

Definition of the structure of the group of companies parented by the Company.

Approval of all kinds of investments or transactions that are strategic or particularly risky from a tax viewpoint due to their high amount or special characteristics, unless they must be approved by the General Meeting.

Approval of the creation of or acquisition of interests in special-purpose entities or entities domiciled in countries or territories classed as tax havens, as well as any other similar transactions or operations the complexity of which could undermine the transparency of the Company and its group.

Approval, subject to a report from the Audit Committee, of any transactions effected by the Company or its group companies with Board directors, in the terms of Articles 229 and 230 of the Spanish Companies Act, or with shareholders owning a significant shareholding, individually or under an arrangement with other shareholders, including shareholders represented on the Board of Directors of the Company or of other companies forming part of the same group, or with persons related to them. The Board directors affected or represented or related to the shareholders in question shall refrain from deliberating and voting on the relevant resolution. Only transactions that simultaneously meet the following three conditions shall be exonerated from such approval:

1. they are completed under agreements containing standard terms applied en masse to a large number of customers;
2. they are effected at prices or tariffs established on a general basis by the person acting as the supplier of the good or service in question; and
3. their amount does not exceed one percent of the Company's annual income.

Definition of the Company's tax strategy.

24.1. Executive Committee-Chief Executive Officer

The Board of Directors may designate an Executive Committee from among its number, comprising between three and five directors, which may be assembled and dissolved at the Board's discretion.

The Executive Committee, once appointed, shall establish the rules governing its activities and shall meet on the dates and terms determined by the committee itself.

The Board of Directors may also designate a Chief Executive Officer from among the Board directors, who shall be ultimately responsible for managing and directing the Company, reporting regularly to the Board of Directors or whenever asked to do so by the Chair. The Board of Directors shall delegate all powers deemed fit to the Chief Executive Officer on a permanent basis.

Both the Executive Committee and the Chief Executive Officer shall be required to keep the Board of Directors duly informed of the performance of the duties delegated.

The permanent delegation to the Executive Committee or the Chief Executive Officer of Board powers and designation of the directors that must hold such offices shall require the favourable vote of two thirds (2/3) of the members of the Board and shall not have effect until entered in the Commercial Register.

24.2. Audit Committee

The Board of Directors shall have an Audit Committee to oversee the financial statements and carry out control duties.

This committee shall be subject to the following rules:

1. The Audit Committee shall be formed by a minimum of two and a maximum of four directors, at least two of whom must be independent directors and one must be appointed on the basis of his/her knowledge and experience in accounting and auditing, or both.
2. Members shall be appointed or removed by the Board of Directors in a plenary session. The Committee members shall be automatically removed when they cease to be Board directors.
3. The Committee members shall hold office for a maximum of four years and may be reappointed one or more times for equal maximum periods.
4. The Committee shall choose a Chairperson from among the independent directors, who shall be appointed for a four-year period and may be reappointed once one year has elapsed after he or she leaves office. The Secretary to the Board of Directors shall act as the Secretary in Committee meetings.
5. Any member of the executive team, including the General Manager, or Company personnel, when asked to do so, shall attend Committee meetings and cooperate and provide access to any information held.
6. Without affecting the other functions attributed by the Law or these Bylaws and the Board Regulations, or any others that may be assigned by the Board of Directors, the Audit Committee shall have, at minimum, the following basic functions:

Report matters raised by committee members, within its remit, to the General Meeting.

Oversee the effectiveness of the Company's internal control, internal audit and risk management systems, including tax aspects, and discuss with the auditor any significant weaknesses identified in the internal control system during the audit.

Oversee the preparation and presentation of mandatory financial information.

Submit to the Board of Directors proposals for the selection, appointment, reappointment and substitution of external auditors, pursuant to the legislation applicable to the Company, as well as their terms of engagement; regularly obtain information from the auditor on the audit plan and execution, while preserving independence in the performance of the Committee's functions.

Establish the relevant relationships with the external auditor in order to receive information on any issues that may jeopardise their independence, for review by the Audit and Control Committee, and any other issues related to the audit, as well as any notifications provided under auditing legislation and technical auditing standards.

In any event, the Committee must obtain an annual declaration of independence from the external auditor with respect to the Company or entities related directly or indirectly to it, as well as information on additional services of any kind provided and the relevant fees received from such entities by the external auditor, or by persons or entities related to the auditor, pursuant to audit legislation.

Issue annually, prior to the issuance of the audit report on the accounts, a report expressing an opinion on the independence of the auditors. This report shall contain, in any event, an assessment of the provision of the additional services referred to in the previous point, addressed individually and as a whole, other than the statutory audit and in connection with the independence regime or with audit regulations.

Report, previously, to the Board of Directors on all the matters envisaged in the Law, these Bylaws and the Board Regulations, particularly on:

the financial information that the Company must publish periodically;

the creation or acquisition of interests in special-purpose entities or entities domiciled in countries or territories classed as tax havens; and

transactions with related parties.

The provisions of points (iv), (v) and (vi) of the preceding subsection shall be without prejudice to audit regulations.

7. The Audit Committee shall be validly assembled when attended by the majority of its members, present or represented.

Committee resolutions shall be adopted by a majority of members present or represented.

8. The Audit Committee shall prepare a report on its activities performed during the year, which shall serve as a basis for evaluation by the Board of Directors, among other uses.

24.3. Appointments and Remuneration Committee

I. An Appointments and Remuneration Committee shall be formed and entrusted with general powers to propose and report on remuneration and the appointment and removal of directors.

2. The Appointments and Remuneration Committee shall be formed by a minimum of three and a maximum of five directors, all external or non-executive directors, a majority of whom shall be independent directors.

3. The members of the Appointments and Remuneration Committee shall be designated by the Board of Directors taking account of the knowledge, experience and skills required for the duties to be performed.

4. The Committee members shall hold office for a maximum of four years and may be reappointed one or more times for equal maximum periods.

5. Without affecting the other functions attributed by the Law or these Bylaws and the Board Regulations, or any others that may be assigned by the Board of Directors, the Appointments and Remuneration Committee shall have the following functions:

- (i) Evaluate and propose to the Board of Directors the evaluation of the necessary competencies, knowledge, diversity and experience of the members of the Board of Directors and key Company personnel.
- (ii) Propose to the Board of Directors the appointment of independent directors for designation by co-optation or for submission to the General Shareholders' Meeting, as well as proposals for the reappointment or removal of such directors by the General Meeting.
- (iii) Report the proposed appointments of other directors to be appointed by co-optation or by submission to the General Meeting, as well as proposals for the reappointment or removal of such directors by the General Meeting.
- (iv) Report on proposals for the appointment and, if applicable, removal of the Secretary and the Vice-Secretaries for approval by the Board of Directors.
- (v) Evaluate the profile of the persons that are the most suitable for the Committees on the basis of their knowledge, skills and experience; submit the relevant proposals to the Board.
- (vi) Report the proposed appointments or removal of senior managers. In the case of senior managers whose functions relate to control or support for the Board or Board committees, the Committee may decide to make the proposals directly. Propose, if deemed advisable, basic terms for senior manager contracts, besides remuneration aspects, and report any such terms established.
- (vii) Examine and organise, in association with the Chairperson of the Board of Directors and the Lead Director, the succession of the Chairperson and of the Company's chief executive and, if applicable, make proposals to the Board of Directors so that the succession is carried out in an orderly and planned manner.
- (viii) Report to the Board on gender diversity matters, ensuring that member selection procedures favour the diversity of experience and knowledge and facilitate the selection of female members; establish a representation target for the gender that is less represented on the Board of Directors and prepare guidelines to achieve that target.
- (ix) Evaluate periodically, at least once a year, the structure, size, composition and activities of the Board of Directors and its Committees, the Board Chairperson, Managing Director and

Secretary, making recommendations to the Board on possible changes.

- (x) Evaluate periodically, at least once a year, the suitability of the members of the Board of Directors and of the Board as a whole, and report to the Board of Directors accordingly.
- (xi) Periodically review the Board's policy for recruiting and appointing senior managers and make recommendations.
- (xii) Consider suggestions received from the Company's Chairperson, Board members, executives or shareholders.
- (xiii) Monitor and control the proper functioning of the corporate governance system in the Company, making improvement proposals as deemed necessary.
- (xiv) Oversee the independent directors' independence.
- (xv) Propose the Annual Corporate Governance Report to the Board.
- (xvi) Supervise the Company's actions in relation to corporate social responsibility and submit related proposals to the Board of Directors as appropriate.
- (xvii) Evaluate the balance of knowledge, competencies, skills, diversity and experience in the Board of Directors and define the functions and skills necessary to cover each vacancy, assessing the time and dedication required to effectively perform the relevant functions.
- (xviii) Prepare remuneration-related decisions and, in particular, report and propose to the Board of Directors the remuneration policy, the system and amount of annual remuneration for directors and senior managers, and the individual remuneration of the executive directors and senior managers, as well as other conditions of their contracts, particularly economic conditions. For the purposes hereof, senior managers shall refer to general managers or those that carry out senior management functions reporting directly to the Board, Executive Committees or Managing Director and, in any event, the Company's internal auditor.
- (xix) Oversee observance of the remuneration policy applicable to directors and senior managers; report on the basic terms of the contracts entered into with them.
- (xx) Report and prepare the Company's general remuneration policy and, in particular, policies relating to personnel categories the professional activities of which have a significant impact on the Company's risk profile and those that are designed to avoid or manage conflicts of interest with the Company's customers.
- (xxi) Analyse, draw up and regularly review the remuneration schemes, assessing suitability and returns, and oversee the observance thereof.
- (xxii) Propose to the Board the approval of reports or remuneration policies that it is required to submit to the General Meeting and inform the Board of proposals related to remuneration that it intends to propose to the General Meeting, as the case may be.

6. The Appointments and Remuneration Committee may use the resources deemed fit to carry out its functions, including external advisory services, and may utilise adequate funds for such purposes.

7. The Appointments and Remuneration Committee shall be validly assembled when attended by the majority of its members, present or represented.

8. Committee resolutions shall be adopted by a majority of members present or represented.

9. The Appointments and Remuneration Committee shall prepare a report on its activities performed during the year, which shall serve as a basis for evaluation by the Board of Directors, among other uses.

24.4 Sustainability Committee

1. The Board of Directors shall designate a Sustainability Committee from among its number, formed by a minimum of three and a maximum of five members exclusively comprising external directors. They shall be appointed taking account of their knowledge, skills and experience.

2. The Board shall appoint the committee members to office for a four-year period. One or more reappointments notwithstanding, they shall cease to hold office once the said period expires, once they are no longer Board directors or at the Board's discretion.

3. The Board of Directors shall designate a chairperson from among its members, who shall be an independent director. The Secretary to the Board of Directors shall be the committee's secretary and shall be entitled to speak but not to vote. In his absence, the Vice-Secretary to the Board of Directors shall be the committee's secretary. The committee's secretary need not be a Board director.

4. The Sustainability Committee shall make use of the necessary means to fulfil its remit. Decisions shall be made by a majority of those present or represented and the Chair shall have a casting vote in the event of a tie.

5.- It shall meet as agreed by the committee itself or by the committee chair as many times as are necessary and at least three times a year.

6.- The Sustainability Committee shall have the functions laid down in the Board Regulations, notwithstanding any others that may be attributed to it by the Board of Directors.

24.5 Investment Committee

1. The Board of Directors shall designate an Investment Committee from among its number, formed by a minimum of three and a maximum of five members exclusively comprising external directors. They shall be appointed taking account of their knowledge, skills and experience.

2. The Board shall appoint the committee members to office for a four-year period. One or more reappointments notwithstanding, they shall cease to hold office once the said period expires, once they are no longer Board directors or at the Board's discretion.

3. The Board of Directors must designate a chairperson from among its members. The Secretary to the Board of Directors shall be the committee's secretary and shall be entitled to speak but not to vote. In his absence, the Vice-Secretary to the Board of Directors shall be the committee's secretary. The committee's secretary need not be a Board director.

4. The Investment Committee shall make use of the necessary means to fulfil its remit. Decisions shall be made by a majority of those present or represented and the Chair shall have a casting vote in the event of a tie.

5.- It shall meet as agreed by the committee itself or by the committee chair as many times as are necessary and at least three times a year.

6.- The Investment Committee shall have the functions laid down in the Board Regulations, notwithstanding any others that may be attributed to it by the Board of Directors.

TITLE VI REGARDING THE FINANCIAL YEAR AND THE ANNUAL ACCOUNTS.

ARTICLE 25.- The financial year shall coincide with the calendar year.

ARTICLE 26.- The Company shall keep, pursuant to the Spanish Code of Commerce, orderly accounting records that are adequate for its business activities, allowing operations to be monitored chronologically, as well as trial balances and balance sheets. The account books shall be officially stamped by the Commercial Registry covering the Company's registered office.

ARTICLE 27.- Within the month following approval of the annual accounts, they shall be submitted, together with a certificate attesting to such approval and to the application of results, for filing at the Commercial Registry in the manner determined by the Law.

ARTICLE 28.-

1. Regarding the profits obtained each financial year, after funding the legal reserve and other legally stipulated provisions, the Board may fund the voluntary reserve as deemed appropriate.

2. Any remaining amount shall be distributed as a dividend among the shareholders in proportion to the capital paid-up on each share.

3. If the General Shareholders' Meeting should resolve to distribute a dividend (whether out of profits for the financial year or out of unrestricted reserves), it shall decide the timing and form of payment. Decisions on these matters and any other aspects that may be necessary or advisable for the resolution to be effective may be delegated to the Board of Directors.

4. The General Shareholders' Meeting may agree that the dividend (whether paid out of profits or out of unrestricted reserves) be paid fully or partially in kind, provided that:

- a) The goods or securities distributed are homogeneous;
- b) They are listed on an official market (when the resolution comes into effect) or, alternatively, liquidity within a maximum of one year is guaranteed by the Company; and
- c) They are not distributed at a value below the carrying amount reflected in the Company's balance sheet.

5. The General Meeting may also agree on shareholder remuneration schemes based on the reinvestment of dividends in new shares, on share buy-back schemes, on the delivery of fully-paid shares with the power to buy back the free allotment rights or on other equivalent mechanisms, all subject to the adoption of the corresponding capital increase or reduction resolutions, as applicable.

6. Dividend distributions made in a form other than cash or equity instruments shall be subject to the fulfilment of the conditions laid down in applicable legislation and shall first be authorised by the competent authority, where applicable.

7. Interim dividends shall be paid as laid down by Law. The General Meeting may decide that the interim dividend is to be fully or partially paid in kind on the terms stipulated in paragraphs (2) to (5) of this Article 28 of the Bylaws.

TITLE VI WINDING-UP AND LIQUIDATION

ARTICLE 29.- The Company shall be wound up on legally stipulated grounds. In the event of dissolution, liquidation shall be the responsibility of the Board directors who, as liquidators, shall liquidate and divide the assets pursuant to resolutions adopted by the General Meeting and prevailing provisions of law.

ARTICLE 30.- Once all creditors have been paid, the amounts of their claims against the Company have been deposited and amounts not yet due have been duly secured, the resulting assets shall be distributed among the shareholders as stipulated by law.