

BY-LAWS OF MASMOVIL IBERCOM. S.A.

**Approved its last modification by agreement
of the Ordinary General Shareholder's Meeting,
as of July 8th, 2020**

TITLE I

CORPORATE NAME, DOMICILE, CORPORATE PURPOSE AND DURATION OF THE COMPANY

ARTICLE 1. - CORPORATE NAME AND GENERAL REGIME.

The name of the Company is MASMOVIL IBERCOM, S.A. (hereinafter, the "**Company**") and shall be governed by these By-laws (hereinafter, the "**Bylaws**"), the Regulations of the General Shareholder's Meeting, the Regulations of the Board of Directors and, in all matters not provided for therein, by Royal Legislative Decree 1/2010, of 2 July, approving the Consolidated Text of the Corporate Enterprises Act (hereinafter, the "**Corporate Enterprises Act**"). All references to the "Law" contained in these Bylaws shall be understood as references to applicable legislation and, in particular, to the aforementioned Corporate Enterprises Act.

ARTICLE 2.- DOMICILE.

For all purposes, the Company's registered office is located in San Sebastián (Guipúzcoa), Parque Empresarial Zuatzu, Edificio Easo, 2nd floor, nº8-20018 San Sebastián (Guipúzcoa).

The Board of Directors shall create Agencies, Branches, Subsidiaries and Correspondents within or outside the national territory, in accordance with the provisions in force. It shall also transfer its registered office within the national territory.

ARTICLE 3.- CORPORATE PURPOSE.

The purpose of the Company is:

- a) To provide telecommunications services through the operation of networks or the resale of telephone, mobile, fixed, Internet and television services, and the development of computer applications.
- b) To provide all types of works, services and activities related to or related to or through the computer network, and marketing services thereof.
- c) To advise and consult in the area of information technology and telecommunications, including analysis of companies and the technical collaboration of software and hardware, application and teaching of computer and telecommunications applications, advice on strategic and operational planning, the organization of human and material resources and the performance of studies and business reports and advice and consultancy for the operation of operating companies in telecommunications and business strategy.
- d) To sell, distribute, import, export, maintain, and service all types of products and services related to information technology and telecommunications, both in terms of hardware and software and the Internet, as well as the distribution and sale of any product and service through the Internet, or any other telematic network similar, complementary or substitute to those currently in existence.

- e) To provide services to third parties of studies, projects and technical advice and investment in telecommunications and computer applications. Management support services are expressly included in this section.

The CNAE code corresponding to the principal activity of the company object is 6190 ("other telecommunication activities"). Likewise, the CNAEs corresponding to the other activities included in the corporate purpose are 4741 ("retail trade of computers, computer hardware and software in specialized establishments") and 6201 ("computer programming activities").

This section expressly includes management support services in the areas of finance, tax and accounting administration, collections, payments, treasury management, human resources and personnel management, IT services, purchases and any other services necessary for the success of the company's object.

The activities that compose the corporate purpose shall also be carried out by the Company, in whole or in part, indirectly in any of the forms permitted by law, in particular, through participation in other companies with an identical or similar purpose.

ARTICLE 4.- DURATION.

The Company is incorporated for an indefinite period, starting its operations on the day on which the public deed of incorporation is granted.

The Company will be dissolved if and when any events occur to trigger the reasons for dissolution outlined in the applicable legislation.

ARTICLE 5.- WEBSITE.

The Company shall maintain a corporate website for the information of shareholders and investors on which any and all documents and information required by Law shall be published.

TITLE II

SHARE CAPITAL, SHARES AND SHAREHOLDERS

ARTICLE 6.- SHARE CAPITAL.

The share capital of the Company is TWO MILLION SIX HUNDRED AND THIRTY FOUR THOUSAND TWO HUNDRED AND NINETY ONE THOUSAND EUROS AND THIRTY CENTS (2,634,291.30 Euros), divided into 131,714,565 shares with a value of 0.02 Euros per share, all of the same class and series.

The same rights and obligations shall apply to all shareholders equally.

All shares are fully subscribed and paid up.

ARTICLE 7.- REPRESENTATION OF SHARES.

1. The shares shall be represented in a manner in accordance with the provisions of Royal Legislative Decree 4/2015 of 23 October approving the Consolidated Text of the

Securities Market Law (hereinafter, the "**Securities Market Law**") and other applicable provisions. This will require book entries in a corresponding accounting register.

2. Engagement of shareholder's rights, including (where applicable) the transfer of shares, may occur when legitimate ownership is confirmed after referring to the corresponding book-entry required by law. This will enable the holders of the registers to demand the Company recognize them as legitimate shareholders and therefore provides them with shareholder's rights accordingly. Said legitimacy shall be proven by showing the appropriate certificates, issued by the entity in charge of keeping the corresponding book-entry register.

3. If the Company performs any service upon request by the person who appears to be the holder according to the book-entry register, the Company shall be released from the corresponding obligation, even if the person is not the actual holder of the share, provided that he did so in good faith and without gross negligence.

4. In the event that the person who appears legitimated in the entries in the book-entry registers has such legitimation by virtue of a trust deed or other deed of similar meaning, the Company shall require him to reveal the identity of the real owners of the shares, as well as the acts of transfer and lien on them.

ARTICLE 8. TRANSFERABILITY OF SHARES.

The shares and the economic rights deriving therefrom, including those of pre-emptive right to subscription and free allotment, are freely transferable by any of the means recognised by Law.

The transfer of shares documented by book entries shall take place by accounting transfer. The registration of the transfer in favour of the acquirer shall result in the same effect(s) as the submission of the securities. The transfer shall be enforceable against third parties as soon as the corresponding entries have been made.

ARTICLE 9.- SHAREHOLDER'S RIGHTS.

1. Ownership of a share confers on its holder the status of shareholder, to whom the rights recognised in the Law and in these Bylaws are attributed.

Having shareholder status grants, at a minimum, the following rights:

- a) Participate in the distribution of corporate earnings and in the assets resulting from the liquidation.
- b) The pre-emptive right to subscribe to the issuance of new shares or debentures convertible into shares.
- c) Attend and vote at all General Shareholder's Meetings and challenge corporate decisions.
- d) Access to information, under the terms established by current legislation.

2. The right to vote shall not be exercised by a shareholder that defaults on payment of

passive dividends.

3. The shareholder shall not exercise, by himself or through a proxy, the right to vote with respect to his or her shares if the purpose of the issue at hand is one of the following:

- a) Release him from an obligation or grant him a right.
- b) Provide him with any type of financial assistance, including the provision of guarantees in his favour.
- c) Release the shareholder, if he or she is a Director, from the obligations arising from the duty of loyalty pursuant to the provisions of the Corporate Enterprises Act.

If a shareholder is found to be in a conflict of interest situation, his or her shares shall be deducted from the share capital for the calculation of the majority of the votes required in each case for the adoption of the corresponding resolutions.

ARTICLE 10.- APPLICATION OF THE BYLAWS AND AGREEMENTS TO THE GOVERNING BODIES OF THE COMPANY.

Ownership of the shares requires submission to the Bylaws, as well as to the decisions validly made by the General Shareholder's Meeting or by the Board of Directors, if applicable, in the matters within its competence.

TITLE III

GOVERNANCE OF THE COMPANY

ARTICLE 11.- GOVERNING BODIES OF THE COMPANY.

The governing bodies of the Company are:

1. The General Shareholders' Meeting.
2. The Board of Directors.

The legal and statutory regulations of the aforementioned bodies shall be developed and completed, respectively, by means of the Regulations of the General Shareholders' Meeting and the Regulations of the Board of Directors, which shall be approved by each of said bodies and in accordance with the provisions of the Law.

CHAPTER I

OF THE GENERAL SHAREHOLDER'S MEETING

ARTICLE 12.- POWER AND EFFECTIVENESS OF AGREEMENTS.

The General Shareholders' Meeting, legally called and constituted, holds the full sovereignty and decision making power of the Company, deciding by the corresponding majority vote in each case, all matters within its competence.

All shareholders, including dissenting and absent shareholders, are subject to the provisions adopted at the General Shareholders' Meeting, without prejudice to their rights and actions under current legislation.

ARTICLE 13.- TYPES OF GENERAL SHAREHOLDER MEETINGS.

General Meetings may be ordinary or extraordinary and shall be called by the Company's Board of Directors or, if applicable, by the Company's liquidators.

SECTION 1

GENERAL SHAREHOLDER'S MEETING

ARTICLE 14.- ORDINARY GENERAL SHAREHOLDER'S MEETING.

The Ordinary General Shareholder's Meeting, previously called for this purpose, shall be held within the first six (6) months of each fiscal year to:

- a) Review corporate management;
- b) Examine and approve, if appropriate, the accounts of the prior fiscal year;
and
- c) To resolve on the allocation of the result.

ARTICLE 15.- CALL.

The General Shareholder's Meeting shall be called by the Board of Directors by means of an announcement, which shall be made using at least the following means: (a) the Official Bulletin of the Commercial Registry or in one of the more widely circulated newspapers in Spain, (b) the website of the National Securities Market Commission (the "CNMV") and (c) the corporate website of the Company in advance as required by law.

In addition to the adherence to all legally required provisions, the announcement shall state the nature of the meeting (ordinary or extraordinary), the date, time and place of the meeting on first call and all the items of the agenda, as well as any other matters that shall be registered pursuant to the provisions of the Regulations of the General Shareholder's Meeting. It may also state the date on which, if appropriate, the General Shareholder's Meeting shall be held on second call.

At least 24 hours shall elapse between the first and second meetings.

If the General Shareholder's Meeting, duly called, is not held on first call, nor is the date of the second call foreseen in the announcement, it shall be announced with the same publicity requirements as the first call, within fifteen (15) days following the date of the General Shareholder's Meeting (which was not held) and at least ten (10) days prior to the date set for the meeting.

The Ordinary General Shareholder's Meeting shall be valid even if it has been called or is held after the deadline.

ARTICLE 16.- POWER TO CALL THE ORDINARY GENERAL SHAREHOLDER'S MEETING.

If the Ordinary General Shareholder's Meeting is not called within the period indicated in article 14, it shall be called, at the request of the shareholders and upon notice thereof being given to the Directors, by the court clerk or by the company registrar of the registered office, who, in addition, shall freely designate the Chairman and Secretary of the General Shareholder's Meeting.

ARTICLE 17.- ESTABLISHMENT OF THE GENERAL SHAREHOLDER'S MEETING.

The General Shareholder's Meeting shall be validly constituted on first call when it is attended by shareholders who, present or absent, hold at least twenty-five percent (25%) of the subscribed share capital carrying the right to vote.

On second call, the General Shareholder's Meeting shall be validly established regardless of the capital in attendance.

However, in order for the General Shareholder's Meeting to validly resolve on the increase or reduction of capital and any other amendment to the Bylaws, the issue of debentures and securities whose power has not been legally attributed to another body of the Company, the exclusion or limitation of the pre-emptive rights, as well as the transformation, merger, spin-off or overall assignment of assets and liabilities and the relocation of the registered office abroad, the required quorum on first call shall be met by the attendance of present or represented shareholders representing at least fifty percent (50%) of the subscribed share capital with the right to vote. On second call, the attendance of twenty-five percent (25%) of said capital will be sufficient.

SECTION 2

EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING

ARTICLE 18.- EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING.

Any General Shareholder's Meeting other than that provided for in Article 14 shall be considered an Extraordinary General Shareholder's Meeting.

ARTICLE 19.- CALL.

The Board of Directors shall call an Extraordinary General Shareholder's Meeting whenever they deem it necessary to further the Company's interests.

Likewise, the Board of Directors shall call an Extraordinary General Shareholder's Meeting when requested by a group of shareholders representing at least three per cent (3%) of the share capital, and in their request, they must express the matters to be addressed at the meeting. In this case, the Extraordinary General Shareholder's Meeting shall be called to be held within two (2) months of the date on which a notarial request for such purpose is submitted to the Board of Directors, and the items that were the object of the request shall necessarily be included in the agenda.

The system of announcement and notice referred to in Article 15 of these Bylaws shall also be applicable to Extraordinary General Shareholder's Meetings.

Provided that the Company allows all shareholders to vote electronically, the Extraordinary General Shareholder's Meeting shall be called at least fifteen (15) days in advance. In order to reduce the notice period, the express resolution adopted at the Ordinary General Shareholder's Meeting by at least two thirds (2/3) of the subscribed capital with voting rights shall be necessary. Said authorisation granted by the General Shareholders' Meeting shall be valid until the date of the subsequent Meeting.

ARTICLE 20.- ESTABLISHMENT.

The establishment of the Extraordinary General Shareholder's Meeting shall be governed by the provisions of the Corporate Enterprises Act.

SECTION 3

PROVISIONS COMMON TO GENERAL SHAREHOLDER'S MEETINGS ORDINARY AND EXTRAORDINARY

ARTICLE 21.- UNIVERSAL MEETING.

Notwithstanding the provisions of articles 14, 15, 16, 17, 18, 19 and 20, the General Shareholder's Meeting shall be deemed called and validly constituted to deal with any matter, provided that all the share capital is present or represented and the attendees unanimously accept the holding of the General Shareholder's Meeting.

ARTICLE 22.- ATTENDANCE AT MEETINGS.

All shareholders who appear as holders in the corresponding accounting record of book entries five (5) days prior to the General Meeting may attend, which they may prove by means of the appropriate attendance card, certificate issued by one of the entities legally authorised to do so or by any other form admitted by law.

The members of the Board of Directors must attend the General Meetings held in person (either in person, at the place where the General Meeting is held, or remotely, by videoconference or another technically equivalent system), although the fact that any of them does not attend for any reason will not in any way prevent the valid constitution of the General Meeting. The Chairman of the General Meeting may authorise the attendance of directors, managers and technicians of the Company and other persons who have an interest in the proper conduct of the Company's business, and may also extend invitations to such persons as he may deem appropriate.

ARTICLE 23.- REPRESENTATION.

Shareholders may attend the General Meetings in person or duly represented by another person, even if not a shareholder. Whenever the Board of Directors so decides, shareholders may attend the General Meeting by means of videoconference or another technically equivalent system, and cast their vote, all in real time. Those attending the General Meeting by these means shall be considered, for all purposes, as being present at the meeting and in a single meeting. The invitation shall indicate the possibility of attendance by videoconference or equivalent technical means, specifying how this can be done, noting the connection system and the places where the technical means necessary to attend and participate in the meeting are available.

Without prejudice to the attendance of the legal entities that are shareholders through the individuals who are their representatives, any shareholder who has the right to attend may be represented at the General Meeting by another person, even if that

person is not a shareholder.

Proxies must be granted in writing and specifically for each General Meeting. This requirement will not be necessary when the representative is the spouse, ascendant or descendant of the represented party; nor when the representative holds a general power of attorney conferred by public deed with the authority to administer all the assets that the represented party has in the territory.

Entities which appear as legitimate shareholders by virtue of the register of book entries for the shares but which act on behalf of several persons, may in any case split the vote and exercise it in a different direction in compliance with different voting instructions, if they have received them.

The intermediary entities referred to in the previous paragraph may delegate the vote to each of the indirect holders or to third parties designated by them, without the number of delegations granted being limited.

The Chairman of the General Meeting, and the Secretary, unless otherwise indicated by the Chairman, shall have the broadest powers in law to admit the document accrediting the representation. Proxies may always be revoked, with the value of revocation being the personal attendance at the Shareholders' Meeting of the person represented or the casting of the vote using remote means.

In any case, both in cases of voluntary representation and in cases of legal representation, only one representative may be present at the General Meeting.

The proxy may include those items which, although not included on the agenda of the call, may be dealt with at the General Meeting as permitted by law.

ARTICLE 24.- SHAREHOLDER'S RIGHT TO INFORMATION.

Shareholders shall request from the Directors, up to the fifth calendar day prior to the date on which the General Shareholder's Meeting is scheduled to be held on first call, such information or clarifications as they deem necessary, or formulate, in writing, the questions they deem pertinent, regarding the matters included on their agenda. Directors shall provide the information in writing up to the date of the General Shareholder's Meeting.

Shareholders shall request from the Directors, in writing and within the same period provided for in the preceding paragraph, or verbally during the General Shareholder's Meeting, the clarifications they deem necessary regarding the information accessible to the public that the Company has provided to the CNMV since the last General Shareholder's Meeting and regarding the auditor's report. The information requested during the General Shareholder's Meeting shall be addressed to the Chairman before the examination and deliberation on the items on the agenda. The information or clarifications raised shall also be provided verbally by any of the Directors present, at the Chairman's indication. If, in the Chairman's opinion, it is not possible to satisfy the shareholder's right in the act of the General Shareholder's Meeting itself, the information to be provided shall be given in writing to the requesting shareholder within seven (7) calendar days following the date on which the General Shareholder's Meeting ended.

Directors are obliged to provide the information referred to in the two preceding paragraphs, unless such information is unnecessary for the protection of shareholder's rights, or there are objective reasons to suspect that it could be used for extra-social

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purposes or its publicity could harm the Company or its related entities. On the other hand, when, prior to the formulation of a specific question, the information requested is clearly, expressly and directly available to all shareholders on the Company's corporate website under the question-answer format, Directors shall limit their response to referring to the information provided in that format.

The information requested shall not be denied when the request is supported by shareholders representing at least one quarter of the capital.

Valid requests for information, clarifications, or questions made in writing, along with answers provided in writing by Directors, shall be made available on the Company's corporate website.

ARTICLE 25.- CHAIRMAN AND SECRETARY OF THE BOARDS.

The Chairman of the General Shareholder's Meetings shall be the Chairman of the Board of Directors. In his absence, one of the Vice-Chairmen, if applicable and by his ordinal, and in the absence of the Vice-Chairman, the most senior Director.

The Chairman shall be assisted by a Secretary, who shall be the Secretary of the Board of Directors, and in his absence, by the Vice-Secretary, and in his absence, if applicable, by the Director with the least seniority.

ARTICLE 26.- PLACE AND DATE OF MEETINGS.

General Shareholder's Meetings shall meet at the place, day and time specified in the call to meeting, and shall be extended for one or more days.

In addition to the municipal area in which the Company's registered office is located, General Shareholder's Meetings shall be held in the municipalities of Alcobendas and Madrid, in accordance with the provisions of applicable legislation.

ARTICLE 27.- HOW TO DELIBERATE AND ADOPT AGREEMENTS AT GENERAL SHAREHOLDER'S MEETINGS.

Once the list of attendees has been drawn up, the Chairman shall declare the General Shareholder's Meeting validly constituted, if appropriate, by specifying the matters on which the General Shareholder's Meeting shall deliberate and resolve.

Likewise, the Chairman of the General Shareholder's Meeting, by himself or with the assistance required, or by delegation, is responsible for:

- i) Directing the explanations and deliberations in accordance with the agenda.
- ii) Resolving any doubts that may arise in connection with the agenda.
- iii) Granting or denying, at the time he deems appropriate, the floor to shareholders who request it and shall withdraw it when he considers that a certain matter is not on the agenda, or being on the agenda it is sufficiently discussed and its continuation delays the progress of the meeting.
- iv) Indicating the time at which voting on the resolutions should take place.
- v) Proclaiming the results of the votes.

- vi) Exercising all the powers that are necessary for the better management of the development of the meeting.

The Chairman of the General Shareholder's Meeting shall entrust the direction of the debate or the treatment of a specific item to any of the members of the Board of Directors or to the Secretary, who must carry out said functions on behalf of the Chairman.

The General Shareholder's Meetings shall resolve on the matters submitted for their consideration by a simple majority vote, where voting rights shall be conferred according to the corresponding number of shares possessed by those in attendance of the General Shareholder's Meeting, without prejudice to the provisions of the applicable legislation at any given time. Each share with voting rights present or represented at the General Shareholders' Meeting shall be entitled to one vote.

Each of the items on the agenda shall be separately submitted to a vote. In any event, even if they appear under the same item on the agenda, the following shall be voted separately:

- a) The appointment, ratification, re-election or removal of any Director.
- b) The modification of the Bylaws, the modification of each article or group of articles that have their own autonomy.
- c) Those matters provided for in these Bylaws.

Voting on proposals on items included on the agenda of any type of General Shareholder's Meeting shall be exercised by the shareholder by post, e-mail or any other means of distance communication, provided that the identity of the person exercising his or her right to vote is duly guaranteed. The announcement of the call to the General Shareholder's Meeting and the Company's corporate website shall include the means and procedure for exercising distance voting, in accordance with the rules developed by that system, including, if applicable, the forms for accrediting attendance and the exercise of voting by telematic means.

Shareholders who cast their votes remotely shall be considered for the purposes of establishment of the General Shareholder's Meeting.

ARTICLE 28.- MINUTES OF THE MEETINGS.

The Secretary of the General Shareholder's Meeting shall draw up the minutes of the meeting, which shall be approved by the General Shareholder's Meeting itself after the meeting has been held and, otherwise, within fifteen (15) days, by the Chairman and two intervening shareholders, one representing the majority and the other representing the minority, and duly signed by the Secretary, with the approval of the Chairman.

The minutes approved in either of these two forms shall be enforceable from the date of their approval.

ARTICLE 29.- ISSUANCE OF CERTIFICATES.

For the purposes of accrediting the agreements adopted at the General Shareholder's Meeting, certificates issued by literal transcription of the Minutes, or, if applicable, an extract thereof in the legally admissible cases, by the Secretary of the Board of Directors with the approval of the Chairman of the Board of Directors, as provided for in

the applicable legislation, shall be considered a reliable reference of the General Shareholder's Meeting..

CHAPTER II

THE BOARD OF DIRECTORS

ARTICLE 30.- BOARD OF DIRECTORS.

The management and representation of the Company shall correspond to the Board of Directors elected by the General Shareholder's Meeting.

ARTICLE 31.- COMPOSITION OF THE BOARD OF DIRECTORS.

The Board of Directors shall be composed of a minimum of five (5) and a maximum of fifteen (15) Directors, elected by the General Shareholder's Meeting, which shall decide on the exact number of them. It is not necessary that Directors be shareholders of the Company.

Likewise, the General Shareholder's Meeting shall, at any time, revoke the previous appointments of directors.

The General Shareholder's Meeting shall determine the exact number of Directors within the limits indicated by express agreement or indirectly, by filling vacancies or appointing new Directors within the limits indicated above.

The Board of Directors shall propose to the General Shareholder's Meeting the number of Directors who, in accordance with the circumstances affecting the Company, within the aforementioned limits, are most suitable for the Company's situation and ensure the effectiveness and due representativeness of the Company itself..

The appointment of the members of the Board of Directors is decided in the General Shareholder's Meeting, without prejudice to the power that the Board of Directors has to appoint by cooperation, in the event of a vacancy and without prejudice to the system of proportional representation that corresponds to shareholders under the terms established by law. The proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments and Remuneration Committee in dealings with independent Directors, and to the Board itself in all other cases.

The definitions of the different categories of Directors shall be established in the Regulations of the Board of Directors and shall be in accordance with any and all applicable legislation in this respect.

Directors shall exercise their functions for four (4) years and may be re-elected, once or several times, for periods of equal duration. Once the term has expired, the appointment shall expire, either when the next General Shareholder's Meeting has been held or when the legal period for holding the Ordinary General Shareholder's Meeting has elapsed.

If vacancies occur during the term for which the Directors were appointed, the Board shall appoint persons to occupy them until the next General Shareholder's Meeting is held.

The directors shall not be affected by any of the causes of incompatibility, incapacity or legal prohibition provided for in the applicable legislation in force.

Likewise, natural or legal persons who hold the position of Director on more than three (3) Boards of Directors, apart from the Board of Directors of the Company, of companies whose shares are admitted to listing on an official secondary securities market cannot be appointed as Directors.

ARTICLE 32.- BOARD MEETINGS. CALL. ESTABLISHMENT.

The Board of Directors shall meet at least once per quarter and at least eight times a year.

The Board shall meet whenever requested by a Director by certified letter to the Chairman and agreed by the Chairman, who shall call the meeting. If the meeting is called by the request of a Director, the Chairman shall call the meeting within a maximum of fifteen (15) days from receipt of the request.

The Chairman shall notify the call to each of the Directors by any written means, indicating the day, place and time of the meeting. A minimum period of five (5) days shall elapse between the call and the date of the meeting.

The Board Meeting shall be validly held when more than one-half of its members attend the meeting, either in person or by proxy.

Notwithstanding the foregoing, the Board Meeting shall be validly established, without the need to call a meeting, when all the Directors are present or represented and unanimously decide to hold the meeting.

The Chairman of the Board of Directors, with the collaboration of the Secretary, shall ensure that the Directors have the necessary information in advance for deliberation and the adoption of agreements on the matters to be dealt, that have been defined in the agenda, unless the Board of Directors has been call or has been exceptionally called for reasons of urgency.

ARTICLE 33.- ATTENDANCE BY REPRESENTATION.

Directors shall personally attend the meetings of the Board of Directors that are held.

Notwithstanding the foregoing, if any of the Directors are unable to attend the meeting in person, he or she shall delegate his or her representation to another Director by means of a written proxy. Non-executive Directors shall only delegate their representation to another non-executive Director.

ARTICLE 34.- WAY OF DELIBERATION AND ADOPTION OF AGREEMENTS.

1. The Chairman of the Board of Directors shall open the meeting and direct the debates, giving the floor to each of those attending the meeting.

Once the Chairman considers that a matter has been sufficiently debated, he shall submit it to a vote, with each member of the Board, present or represented, having one vote.

2. Board resolutions shall be adopted by an absolute majority of the votes of the Directors present or duly represented at the meeting, except in any cases in which the Law, these Bylaws or the Regulations of the Board of Directors require any other enhanced majority.

3. In the absence of the objection by any Board Member, voting in writing without a meeting shall be admitted when none of the members of the Board objects to this procedure.

The discussions and resolutions of the Board shall be recorded in a book of minutes which shall be signed by the Chairman and the Secretary of the Board of Directors.

ARTICLE 35.- ORGANISATION OF THE BOARD OF DIRECTORS.

The Board of Directors shall regulate its own functioning, and shall appoint from among its members a Chairman and one or more Managing Directors. It shall also appoint a Secretary who may or may not be a Director.

The Board of Directors shall grant all kinds of general or special powers and shall delegate in favour of the Managing Directors all those powers and attributions whose delegation is not prevented by law or by the Company's Bylaws. As such, the Managing Directors shall exercise each of them jointly and severally.

The permanent delegation of any power of the Board of Directors to the Chief Executive Officer and the appointment of the Directors who may occupy such position shall require for its validity the favourable vote of two thirds of the members of the Board of Directors and shall not produce any effect until it is registered in the Mercantile Registry.

In the event that the computation of two thirds of the members of the Board of Directors results in an amount with decimals, it shall be rounded up to the nearest unit.

When a member of the Board of Directors is appointed Chief Executive Officer or is assigned executive functions by virtue of another title, that Member must enter into an agreement between the Director and the Company, which shall be previously approved by the Board of Directors with the favourable vote of two thirds of its members. The Director concerned shall abstain from attending the deliberation and from participating in the vote. The approved agreement shall be included as an annex to the minutes of the meeting.

The Board of Directors shall revoke the general or special delegations and powers of attorney that it has made when it deems it appropriate.

In addition, the Board of Directors shall set up specialised committees, to determine their composition, appoint their members and establish the functions assumed by each of them.

Notwithstanding the foregoing, the Board of Directors shall establish at least one Audit and Control Committee and one or two separate Appointments and Remuneration Committees, with the minimum composition and functions indicated in the Corporate Enterprises Act. The minutes of the committee meetings shall be made available to all Members of the Board of Directors.

The Regulations of the Board of Directors shall regulate the composition, operation, and other aspects of the delegated committees that have not been settled by these Bylaws.

ARTICLE 36.- NON-DELEGABLE FACULTIES.

1. The following powers cannot be delegated by the Board of Directors under any circumstances:

- a) The supervision of the effective functioning of the committees it has established and of the actions of the delegated bodies and of the managers it has appointed.
- b) The determination of the Company's general policies and strategies.
- c) The authorization or waiver of obligations deriving from the duty of loyalty in accordance with the provisions of the applicable legislation in this matter.
- d) Its own organization and operation.
- e) The formulation of the annual accounts and their presentation at the General Shareholder's Meeting.
- f) The preparation of any type of report required by law from the Board of Directors, if the operation referred to in the report shall not be delegated.
- g) The appointment and removal of the Company's Managing Directors, as well as the establishment of the terms of their agreement.
- h) The appointment and dismissal of Directors who report directly to the Board or to any of its members, as well as the establishment of the basic conditions of their agreements, including their remuneration.
- i) The decisions relating to the remuneration of Directors within the framework of the Bylaws and, if appropriate, in relation to the remuneration policy approved by the General Shareholder's Meeting.
- j) The call of the General Shareholder's Meeting and the preparation of the agenda and the proposed resolutions.
- k) The policy relating to own shares or holdings.
- l) The powers delegated by the General Shareholder's Meeting to the Board of Directors, unless expressly authorized by the General Shareholder's Meeting to sub-delegate them.
- m) The approval of the strategic or business plan, management objectives and annual budgets, investment and financing policy, corporate social responsibility policy and dividend policy.
- n) The determination of the risk control and management policy, including fiscal risks, and supervision of internal information and control systems.

- o) The determination of the corporate governance policy of the Company and of the group of which it is the parent company; its organization and operation and the approval and modification of its own regulations.
- p) The approval of the financial information that the Company shall periodically make public due to its status as a listed company.
- q) The definition of the structure of the group of companies of which the Company is the parent company.
- r) The approval of investments or operations of any type which, due to their high amount or special characteristics, are of a strategic or special fiscal risk nature, unless their approval corresponds to the General Shareholder's Meeting.
- s) The approval of the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories considered tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, could impair the transparency of the Company and its group.
- t) The approval, following a report by the Audit and Control Committee, of the operations that the Company or companies in its group carry out with Directors, under the terms of the applicable legislation, or with shareholders who own, individually or in conjunction with others, a significant stake, 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 Directors affected or representing or related to the affected shareholders cannot participate in the deliberation and voting on the resolution in question. Only transactions that simultaneously meet the following three characteristics shall be exempted from this approval:
 - (i) Those carried out by virtue of agreements whose conditions are standardized and are applied to a large number of clients;
 - (ii) Those carried out at generally established prices or rates by whoever acts as the supplier of the good or service in question; and
 - (iii) Those with an amount that does not exceed one per cent of the Company's annual revenues.
- u) The determination of the Company's tax strategy.
- v) Any other powers that the applicable legislation considers the Board of Directors shall not delegate.

2. When there are duly justified circumstances of urgency, the decisions corresponding to the foregoing matters included in letters m), n) o), p), q), r), s), t) and u) shall be adopted by the delegated bodies or persons, which shall be ratified by the first Board of Directors to be held after the adoption of the decision.

ARTICLE 37.- DUTIES OF DIRECTORS.

The members of the Board of Directors of the Company shall perform their duties in

compliance with the duties set forth in this respect in the Corporate Enterprises Act, these Bylaws, the Regulations of the Board of Directors, and the Internal Regulations of Conduct in the Securities Markets.

In this way, the Directors shall perform their duties with the diligence of respectable businessman as loyal representatives, taking into account the nature of the position and the functions attributed to each of them.

The Regulations of the Board of Directors shall develop the specific obligations of Directors deriving from the duties established in the Law, including those of confidentiality, non-competition, and loyalty, with added attention paid to potential conflicts of interest.

ARTICLE 38.- REMUNERATION.

Directors shall be remunerated in their capacity with a fixed amount; the maximum total annual amount of which shall be determined for each financial year by resolution of the General Shareholder's Meeting, which shall be unequal for each of the Directors and shall remain in force until its modification is approved. The Board of Directors shall determine the remuneration of each Director as such, taking into account the functions and responsibilities attributed to each Director, membership of Board Committees and any other objective circumstances it considers relevant.

Without prejudice to the foregoing, the Director's remuneration shall also consist of per diems, the delivery of shares or stock option rights or be referenced to the value of the Company's shares, or be of variable remuneration. The application of such systems shall be resolved by the General Shareholder's Meeting, which shall determine the maximum number of shares that shall be assigned to this remuneration system each year, the exercise price or the system for calculating the exercise price of stock options, the value of the shares taken as a reference, the duration of the system agreed upon and any conditions it deems appropriate.

The Directors and executives shall be covered by civil liability insurance supplied by the Company.

Director's remuneration shall in any case be in reasonable proportion to the importance of the Company, its current economic situation, and the market standards of comparable companies. The remuneration system established shall be focused on promoting the long-term profitability and sustainability of the Company and incorporate the necessary precautions to avoid excessive assumption of risks and the reward of unfavourable results.

Directors who perform executive functions shall be entitled to receive the remuneration provided for in the agreement signed for this purpose between the Director and the Company, including, where applicable, any compensation for early termination of such functions and the amounts to be paid by the Company in respect of insurance premiums or contributions to savings systems. Directors shall not receive any remuneration for the performance of executive functions whose amounts or concepts are not provided for in the agreement. The agreement shall be in accordance with the remuneration policy approved by the General Shareholder's Meeting.

Director's remuneration shall be in accordance with the Director's remuneration policy to be approved by the General Shareholders' Meeting and, where applicable, with the

specific resolutions approved by the General Shareholder's Meeting in addition to the latter in relation to Director's remuneration. The remuneration policy shall include the amount of the annual fixed remuneration, the annual variable remuneration, and any multi-year variable remuneration, including the parameters for its accrual, as well as any indemnities due to the termination of the agreement, provided that the termination was not due to the breach of the duties of the Director, as well as the possible commitments of the Company to pay amounts in respect of insurance premiums or contributions to savings or pension systems.

ARTICLE 39.- REPRESENTATION.

The representation of the Company corresponds to the Board of Directors, which will have the broadest powers to contract in general, being able to carry out all kinds of legal acts and business, both ordinary and extraordinary management, as well as rigorous control, and this with respect to all kinds of movable property, real estate, money, securities and commercial bills, without more exception than that of those matters that are the competence of other bodies or are not included in the corporate purpose.

ARTICLE 40.- COMMON POWERS OF THE MEMBERS OF THE BOARD OF DIRECTORS, OF THE CHAIRMAN AND OF THE SECRETARY OF THE BOARD AND OF THE BOARD OF DIRECTORS.

All the members of the Board of Directors as well as the Chairman and the Secretary shall appear before a Public Notary to notarize the certifications that, in accordance with the provisions of the Bylaws, are issued in relation to or extract from the Minutes of the Resolutions adopted by the General Shareholder's Meeting or by the Board of Directors, and for this purpose, formalize and grant such public or private documents as shall be necessary or convenient, in order to rectify or correct possible errors or omissions that shall be deemed existing in such documents and in the deeds that ensure they adhere to protocol, confirming their registration in the Mercantile Registry, and even to make an exception to the provisions of legal precepts of imperative or prevailing application.

TITLE IV

THE FISCAL YEAR. BALANCE SHEET AND ACCOUNTS. APPLICATION OF RESULTS.

ARTICLE 41.- THE FINANCIAL YEAR.

The fiscal year shall begin on the first of January and end on the 31st of December of each year.

Nevertheless, the first financial year shall be from the day on which the Company commences its operations until the following 31st of December.

ARTICLE 42.- FORMULATION OF ACCOUNTS.

The Board of Directors of the Company is obliged to prepare, within a maximum period of three (3) months from the close of the financial year, the annual accounts, the management report, and the proposal for the application of the result, as well as the consolidated accounts and the management report if deemed appropriate.

The annual accounts and the management report must be signed by the Board of Directors.

Such accounting documents shall be drawn up in such a way that, by reading them, the shareholders shall obtain information on the economic situation of the Company and on the course of business.

As from the call of the General Shareholder's Meeting, any shareholder shall obtain from the Company, immediately and free of charge, the documents to be submitted for approval and the report of the auditors. The announcement of the General Shareholder's Meeting shall expressly mention this right.

The Annual Accounts and the management report shall be approved by the Ordinary General Shareholder's Meeting, which shall decide on the application of the result for the year.

Within one month following the approval of the annual accounts, the Directors of the Company shall present, for deposit in the Mercantile Registry of the registered office, a certificate of the resolutions of the General Shareholder's Meeting approving said accounts, duly signed, and applying the result, as well as, if appropriate, the consolidated accounts, to which a copy of each one shall be attached. The Directors shall also present the management report and the auditor's report.

ARTICLE 43.- APPLICATION OF THE RESULT.

To determine the Company's profit for the year, the Company's expenses and charges (including the amounts assigned to the payment of taxes and the depreciation of assets) shall be deducted from the gross profits obtained.

From the amount thus obtained, the provisions to the legal reserve, voluntary reserves, if any, and the provision for tax planning shall be subtracted.

The remaining quantities shall be at the disposal of the General Shareholder's Meeting, which shall decide on its destination, in full compliance with the provisions of the special applicable legislation.

ARTICLE 44.- RIGHTS TO INFORMATION AND AUDITING OF ACCOUNTS.

The accounting documents shall be made available by the Board of Directors to the shareholders for examination at the registered office as from the call of the Ordinary General Shareholder's Meeting.

The appointment, performance, and powers of auditors shall be governed by the legal provisions in force.

The annual accounts and the management report shall be reviewed by the auditors when there is an obligation to audit. The auditors shall have to present their report, a minimum period of one (1) month from the moment in which the accounts were delivered to them by the Company.

The person in charge of the audit of the accounts shall be appointed by the General Shareholder's Meeting before the end of the financial year to be audited, for an initial

period of time which shall not be less than three (3) years and no more than nine (9) years from the date on which the first financial year to be audited starts, without prejudice to the provisions of the regulations governing the activity of auditing accounts with respect to the possibility of extension.

The General Shareholders shall appoint one or more natural or legal persons to act jointly.

When the persons appointed are individuals, the General Shareholders shall appoint as many alternates as there are auditors.

The General Shareholder's Meeting shall not revoke the auditor before the end of the period for which he was appointed, or before the end of each of the works for which he was hired after the end of the initial period, unless there is just cause.

TITLE V

OF THE ANNUAL REPORTS

ARTICLE 45.- ANNUAL CORPORATE GOVERNANCE REPORT.

The Board of Directors shall prepare an Annual Corporate Governance Report, with the content and structure established by the applicable legislation at all times.

The Company shall include in a unique section of the management report the Annual Corporate Governance Report.

ARTICLE 46.- ANNUAL REPORT ON DIRECTOR'S REMUNERATION.

Together with the Annual Corporate Governance Report, the Board of Directors shall prepare and disseminate an Annual Report on Director's Remuneration, which shall include complete, clear and comprehensible information on the remuneration policy for the Company's Directors approved by the Board of Directors for the current year, as well as that envisaged for future years if deemed appropriate. It shall also include a global summary on the application of the remuneration policy during the fiscal year, as well as a detail of the individual remuneration accrued by each of the Directors.

This report shall be disseminated and submitted to a consultative vote, as a separate item on the agenda, at the Ordinary General Shareholder's Meeting.

TITLE VI

THE DISSOLUTION AND LIQUIDATION OF THE COMPANY

ARTICLE 47.- DISSOLUTION.

The Company shall be dissolved when any of the causes provided by Law occur.

ARTICLE 48.- LIQUIDATION.

Once the Company has been dissolved, it shall be liquidated by the liquidators appointed by the General Shareholder's Meeting in odd number.

The liquidation shall be carried out in accordance with current legal regulations.

Once all the creditors have been satisfied, the resulting assets shall be distributed among the shareholders in proportion to the capital that each of them has paid up, in accordance with the provisions of the Corporate Enterprises Act.

Once the corporate assets have been distributed, the liquidators shall request the cancellation of the Company's entries in the Mercantile Registry and shall deposit in said Registry the Trade Books and the documents relating to its activity, unless in a deed the liquidators have assumed the duty to conserve said books and documents for a period of six (6) years from the date of the Company's cancellation entry, or have declared that the Company lacks them.

TITLE VII

FINAL PROVISIONS

ARTICLE 49.- Any matter or difference that may arise between the Company and its shareholders, for corporate reasons, must be submitted, in the event of litigation, to the jurisdiction of the courts of the municipal area in which the Company's registered office is located.