

ERCROS ARTICLES OF ASSOCIATION

Text approved by the Annual General Meeting of Ercros, S.A., held on 16 June 2023,
registered at the Commercial Registry of Barcelona on 24 July 2023 (no. 2042)

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ARTICLES OF ASSOCIATION

CHAPTER I Name, address, purpose and term

Article 1. Name, address and legal status

1. Ercros, S.A. must be governed by these Articles of Association, the rules of the General Meeting and the Board, and by the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*) and by the other applicable laws and provisions.
2. The registered office is located in Barcelona, Avda. Diagonal, 593-595.

The Board is authorised to transfer the registered office within the same municipal district and amend this Article to include the Company's new registered office under the transfer.

The Board is also authorised to establish factories, branches, agencies and offices, both in Spain and abroad.

3. The Company will have a corporate website through which the relevant information required by law must be communicated to shareholders and the market in general.

The corporate website address must be: www.ercros.es

The deletion and transfer of the corporate website may be agreed by the Board, which is authorised to change its address and register that change at the Commercial Registry. In any case, the website's deletion and transfer must be recorded on the website within the thirty days of passing the resolution to transfer or delete.

Article 2. Purpose and term

The Company will have an indefinite term, with the following transactions constituting its corporate purpose:

- a) The manufacture, transformation, refinement, marketing and sale of agricultural fertilisers, ammonia and its derivatives and chemicals and petrochemical products, the operation of electrochemical and electro-technical industries, including all other industrial, commercial or service activities that are complementary to the above or that make it possible to achieve the most favourable operation of the corporate assets.
- b) Investigation and use of mineral deposits and other geological resources, regardless of their origin and physical condition, and the acquisition, use and enjoyment, for any reason, of permits, concessions and other mining rights and interests, the industrialisation and marketing of mineral products derived from those rights, and the acquisition, construction and operation of mineral and metallurgical plants.

- c) Manufacture or marketing of suitable equipment for applying fertilisers and agricultural machinery in general.
- d) Production and marketing of feed and nutrient products for livestock farming.
- e) Operation of rural properties on an experimental basis.
- f) Production, transformation, packaging and marketing of food products.
- g) Acquisition and disposal, for any reason, of movable and immovable property and the establishment of proprietary rights over such property.
- h) Operation of property assets by promoting urban development plans and the construction, sale or lease of homes, business premises or warehouses.
- i) Scientific research and the provision of assistance services to third parties in the form of process engineering and similar.
- j) Acquisition, for any reason, of patents, trademarks and other industrial property rights and unpatented knowledge that relate to the corporate purpose, and the sale and operation of inventions, knowledge and rights, and the granting of permits, licences or authorisations.
- k) Acquisition and holding of equity interest, in the form of shares or similar securities in other companies, whether domestic or foreign, regardless of their purpose, which may be of interest to the Company, and the administration and disposal of those shares.
- l) Business, lending, guaranty or security transactions and other contracts agreed to achieve the Company's purposes.
- m) Conducting all manner of industrial or commercial transactions arising directly or indirectly from the above activities.
- n) Manufacture of penicillin and its derivatives, and of any other antibiotics currently manufactured by pharmaceutics chemistry or that may be discovered in the future, including any other type of medications or pharmaceutics medical specialities.
- o) Establishment of research laboratories to develop the technique for the use of moulds, their processing and development, and for any study or tasks relating to penicillin and its derivatives and other antibiotics and medication in general.
- p) Production and sale of potassium salts, dicalcium phosphate, potassium sulphate, sodium sulphate, hydrochloric acid and other inorganic salts.
- q) Creation, acquisition and operation of all types of driving forces.

CHAPTER II. Share capital and shares

Article 3. Share capital

The share capital is twenty-seven million four hundred thirty thousand eight hundred fifty-nine euros and seventy cents (EUR 27,430,859.70) and is represented by ninety-one million four hundred thirty-six thousand one hundred ninety-nine (91,436,199) ordinary shares, with a face value of 30 euro cents (EUR 0.30) each, which constitute a single class, are fully paid up and represented by book entries.

Article 4. Shares

1. Shares are represented by book entries and, as regards those entries, they must be governed by the law.
2. The Company will recognise as shareholders those who appear entitled as owners in the entries of the corresponding book-entry records.
3. In exercising the right to know the identity of its shareholders, included in the Corporate Enterprises Act, the company may request, at any time, from the entities that keep the records of the securities represented through book entries, the data necessary to identify their shareholders, including the addresses and means of contact available to them to enable communication with these parties.

Shareholder associations and the shareholders must be legally entitled to know the identity of the shareholders.

Article 5. Non-voting shares

1. The Company may issue shares without voting rights for a nominal amount not exceeding half of the share capital paid up.
2. Holders of non-voting shares must be entitled to receive a minimum annual dividend of 5% of the capital paid up for each share without voting rights, subject to section two of Chapter II of Title IV and section two of Chapter II of Title XIV of the Corporate Enterprises Act, which will apply in all matters relating to those shares.

Article 6. Co-ownership of shares

The shares are indivisible. Co-owners of a share are jointly and severally liable to the Company for any obligations arising from shareholder status, and must appoint a single person to exercise the rights inherent to their status as shareholder on their behalf. The same rule shall apply to all other cases of the co-ownership of rights over shares.

Article 7. Usufruct, pledge and attachment of shares

1. In case of usufruct of shares, the quality of shareholder is held by the bare owner, but the beneficiary will have the right, in any case, to the dividends agreed upon by the Company during the usufruct of the shares. Exercise of the other shareholder rights corresponds to the bare owner. Relationships between the beneficiary and the bare owner, and the other content of the usufruct, must be governed by the title establishing the usufruct, and in its absence, by the Corporate Enterprises Act and, where not covered by this Act, by applicable civil law.
2. In the case of pledges or attachment of shares, the Corporate Enterprises Act will apply.

CHAPTER III. Company governance

Article 8. Corporate bodies

The Company's governing bodies are the General Meeting and the Board.

General Meeting

Article 9. The General Meeting

1. Shareholders, duly assembled in General Meeting, will decide by majority on the matters pertaining to their competence. All shareholders, including those voting against and those who have not participated in the meeting, are subject to the shareholde resolutions, without prejudice to the rights of withdrawal and objection that could correspond to them in accordance with the applicable legislation.
2. The General Meeting is governed by the Articles of Association and by law. The General Meeting's authorisation and legal status must be developed and completed by the General Meeting Regulation, detailing the system for calling, preparing, reporting, attending, implementing and exercising shareholder voting rights at the meeting. The rules must be approved by the General Meeting at the proposal of the governing body.

Article 10. Classes of meetings

1. The Annual General Meeting must be held within the first six months of each financial year to review corporate management, approve, as applicable, the accounts for the previous year and decide on the allocation of profits or losses.

The Annual General Meeting must be valid even if it is called or held outside of the specified time limit.

2. Any meeting, other than those specified in the previous paragraph, will have the consideration of Special General Meeting.

Article 11. Call to the meeting

1. Annual and special General Meetings must be called by an announcement published in: a) the Official Gazette of the Commercial Registry or in one of the most widely circulated newspapers in Spain; b) on the website of the Spanish Securities Market Commission; c) on the Company's website (www.ercros.es), or d) in any other manner established by law, with the minimum advance notice established for that purpose by law, as regards the date set for holding the meeting.

The announcement will state: the name of the company; the date, place and time of the meeting on first call; the position of the person or persons issuing the notice; the matters to be addressed, and other issues that must be included in the meeting in accordance with law, especially as regards shareholder information rights. If appropriate, it may also include the date upon which the General Meeting must be held on second call. There must be a lapse of at least twenty-four hours between the first and the second meeting.

2. Shareholders may request that a supplement to the call be published or submit reasoned proposals for resolutions. General Meeting Regulation will establish the conditions for exercising these rights.

Article 12. Universal Meeting

Notwithstanding the preceding Article, the General Meeting must be considered called and quorate to address any matter, provided that all the share capital is present and the attendees unanimously agree to hold the meeting.

Article 13. Authority and obligation to call

The directors will call the General Meeting whenever they consider it necessary or appropriate for the corporate interests and, in any case, on the dates or periods determined by law and the Articles of Association. The Meeting must also be called when requested by one or several shareholders representing at least 3% of the share capital, stating the matters to be addressed in the request. In this case, the General Meeting must be called within two months from the date on which the directors were requested by notary to call it, and the matters that were the subject of the request must be included on the agenda.

Article 14. Required quorum for the General Meeting

1. The annual or special General Meeting must be quorate on first call when the shareholders present or represented hold at least 25% of the subscribed capital with the right to vote; on second call, the General Meeting must be quorate regardless of the capital in attendance.
2. However, in the case of the annual and special General Meeting, to be able to validly resolve: the issue of bonds or debentures; the disapplication or restriction of the pre-emption right of new shares; the increase or reduction of capital; the transformation, merger or spin-off; the total assignment of assets and liabilities; the transfer of the company's registered office abroad; and, in general, any amendment to the Articles of Association, the attendance of shareholders, present or represented, holding at least 50% of the subscribed capital with voting rights must be necessary on first call. On second call, 25% of this capital must be sufficient.

Article 15. Right to attend the meeting

1. General Meetings may be attended by shareholders who hold at least ten shares of the company –in which case, non-voting shares may be included– whose ownership is registered in their favour in the corresponding accounting register five days before the meeting is to be held, showing proof of this by the attendance card issued for that purpose by the share depository entity or by the Company itself.
2. Online attendance by remote and simultaneous connexion to the General Meeting must be governed by the General Meeting Regulation and, where applicable, by the implementing rules approved by the Board relating to procedural aspects. These will include, amongst other matters, the identification requirements for the registration and accreditation of the attendees, the time limit for completing the registration process, and the form and time in which the shareholders attending the General Meeting remotely may exercise their rights during the meeting.

Article 15 bis. General Meetings held exclusively online

1. The Board may call the General Meeting to be held exclusively online and without the physical attendance of shareholders, their representatives and, where applicable, the Board members, where this is permitted by current law.
2. Holding the General Meeting exclusively online must be in accordance with law and the Articles of Association, and with the implementation of the provisions contained in the General Meeting Regulation and, in any case, must be conditional to guaranteeing the identity and authorisation of shareholders and their representatives, ensuring that all participants are able to effectively participate in the meeting through remote means of communication admitted in the call notice, both to exercise their rights in real time and to follow the interventions of the other attendees by the means indicated, taking into account the state of the art and the circumstances of the Company.
3. General Meetings held exclusively online must be considered held at the registered office, regardless of where the chair is located.

Article 16. Representation

1. All shareholders, with attendance rights, may be represented at the General Meeting by another person, even if this person is not a shareholder. To be able to exercise this representation, this person may not be replaced at the meeting by a third party, without prejudice to the appointment of an individual when the representative is a legal entity.
2. The appointment, or, if applicable, revocation, of the representative by the shareholder and the notification of the appointment, or revocation, notified to the Company must be made in writing or by remote means, in accordance with the General Meeting Regulation, provided that they duly guarantee the assigned representation, the identity of the representative and this person's status as shareholder. Representation granted by electronic means must be issued under a recognised electronic signature or other type of guarantee that the Board considers appropriate to duly guarantee the assigned representation, the identity of the representative and this person's status as shareholder.
3. If the representation was obtained by a public request, the document that places the power of attorney on record will contain or attach the agenda, the request for instructions to exercise the right to vote and the indication of how the representative wishes to vote in the event that specific instructions are not provided, subject as appropriate to law. On matters put to the vote that have not been submitted by the Board and to the extent permitted by law, if no precise voting instructions have been issued, the representative will vote in favour of the proposed Board resolutions and in the manner in which the representative considers most appropriate to the interest of the principal.

As an exception, the representative may vote contrary to the instructions given if circumstances arise that were unknown at the time the instructions were sent and the representative runs the risk of damaging the interests of the principal. In that case, the representative must inform the principal in writing explaining the reasons for the vote.

4. Prior to the representative's appointment, this person will report in detail to the shareholder if there is a conflict-of-interest situation. If the conflict of interest arises after the appointment and the represented shareholder has not been notified of its existence, this party must be informed immediately. If the representative is in conflict of interest, this person must refrain from casting the vote, unless the representative has received precise voting instructions from the principal. In particular, there may be a conflict of interest in the cases envisaged by law and developed in the General Meeting Regulation.
5. The representation must be granted specifically for each meeting, except where the representative is the spouse, ascendant or issue of the principal or general representative, in a public document authorising the management of all the assets that the represented shareholder has in Spain.
6. The representation is always revocable. The personal attendance of the represented party at the Meeting will cancel the representation.

Article 17. Venue and time of meeting

1. General Meetings must be held in the city where the Company has its registered office, on the day indicated in the call, but may be extended for one or more consecutive days, if so agreed by the General Meeting at the proposal of the directors or a number of shareholders representing one-quarter of the capital in attendance.
2. The General Meeting must be considered a single event, irrespective of the number of sessions held, and one set of minutes must be prepared for all the sessions.

Article 18 Chair of the meeting

1. General Meetings must be chaired by the chair of the Board and, otherwise, by whoever replaces this person in his or her functions.
2. The secretary of the General Meeting must be the person who acts as secretary of the Board, and if absent, by the deputy secretary –if any–, and in the absence of both, by a director appointed by the Board for that purpose.

Article 19. List of attendees

1. Before opening the agenda for discussion, the list of attendees must be drawn up, stating the nature or representation of each one and the number of own or third-party shares with which they attend.
2. Once the list has been completed, the number of shareholders present or represented must be determined, and the amount of capital they hold, specifying the amount held by shareholders with voting rights.

Article 20. Right to information

1. Shareholders may request the information they need, by law, before or during the meeting. General Meeting Regulation will establish the conditions for exercising this right. Directors must be required to provide this information, except in cases where it is unnecessary to protect shareholder rights or where there are objective reasons to consider that it could be used for non-corporate purposes, or its disclosure could damage the company or related entities. This exception will not apply when the request is supported by shareholders representing at least 25% of the share capital.
2. Directors will not be required to respond to specific questions from shareholders when, before their formulation, the requested information is clearly and directly available on the corporate website under the question-answer format. In that case, the directors may limit their answer by referring to the information provided in that format.

Valid written requests for information, clarifications or questions raised and the answers provided in writing by the directors must be included on the Company's website.

3. In the event of abusive or harmful use of the information requested, the shareholder must be liable for the loss caused.

Article 21. Deliberations. Passing resolutions. Minutes

1. The chair will preside over the meeting and deliberations, granting the floor, in strict order, to all shareholders who have requested this in writing, and then those who verbally request this opportunity.
2. Shareholders with the right to attend and vote may delegate or cast their vote on the proposals relating to the items on the agenda by mail or email or any other means of remote communication, before or during the meeting, in accordance with the General Meeting Regulation, ensuring the identity of the person participating or voting and the security of electronic communications. The Board will establish the appropriate ways to ensure the authenticity and identification of the shareholder who attends and exercises or delegates the vote. The Board may also develop and supplement the rules on voting and remote delegation in these Articles of Association and in accordance with the General Meeting Regulation.
3. In the case of participation by electronic means, a voting system must be enabled to allow voting before or during the General Meeting, in accordance with the General Meeting Regulation and the rules approved for that purpose by the Board.
4. Each item on the agenda must be voted on separately. Even on the same agenda item, substantially independent matters must be voted on separately, in accordance with law.
5. Under section 190 of the Corporate Enterprises Act, shareholders may not exercise the voting right corresponding to their shares or when it comes to passing a resolution that aims to: a) release them from an obligation or grant them a right, b) provide them with any type of financial assistance, including the provision of guarantees in their favour, and c) release them from the obligations arising from the duty of loyalty, under section 230 of the Act.

In cases of conflicts of interest other than those in the previous section, shareholders will not be deprived of their voting right.

6. Resolutions of the General Meeting must be passed by a simple majority of the votes of the shareholders present or represented, and must be regarded as passed when they obtain more votes in favour than against from the present or represented capital.

To pass the resolutions referred to in Article 14(2) of these Articles of Association, if the capital present or represented exceeds 50%, it must be sufficient for the resolution to be passed by an absolute majority. However, the favourable vote of two-thirds of the capital present or represented at the meeting must be required when, on second call, shareholders representing 25% or more of the subscribed capital with voting rights are present without reaching 50%.

Each share with voting rights must be entitled to one vote.

7. Board resolutions, with a summary of the matters discussed and the interventions for which a record has been requested, must be recorded in the minutes, with the legal requirements, which must be signed by the chair and the secretary or persons who have replaced them. The minutes of the meeting may be approved by the General Meeting itself after it has been held and, otherwise, within fifteen days, by the chair and two attendees, one representing the majority and the other representing the minority. The minutes approved in either of these two forms must be enforceable from the date of their approval.
8. Directors may require the presence of a notary to draw up the minutes of the meeting and must be required to do so whenever, five days before the meeting is scheduled, shareholders representing at least 1% of the share capital make this request. and when required by applicable regulations.

The notary fees must be chargeable to the Company.

The notarial certificate must be considered the minutes of the Meeting.

9. Corporate resolutions may be challenged by law.

Article 22. Authority of the General Meeting

1. The General Meeting has the exclusive authority to deliberate and resolve on the following matters:
 - a) Approval of the financial statements, allocation of profit/(loss) and approval of the corporate management.
 - b) Appointment and removal of directors, liquidators and, where applicable, auditors, and the exercise of the corporate liability action against any of them.
 - c) Amendment of the Articles of Association.
 - d) Increase and decrease of share capital.
 - e) Elimination or restriction of pre-emption rights.
 - f) Acquisition, sale or contribution of essential assets to another company.
 - g) Transformation, merger, spin-off or the overall assignment of assets and liabilities and the transfer of the domicile abroad.
 - h) Dissolution of the company.
 - i) Approval of the final liquidation balance sheet.
 - j) Transfer to subsidiaries of essential activities performed up to that time by the Company itself, even if it maintains full ownership of them.
 - k) Transactions whose effect is equivalent to the liquidation of the Company.

- 1) Establish the director remuneration policy, in accordance with the Corporate Enterprises Act.
 - m) Any other matters determined by law.
2. The General Meeting may not issue instructions to the governing body or submit decisions or resolutions on certain management matters to its authorisation.

Board of Directors

Article 23. Board of Directors

1. The Board is the body responsible for directing, managing and representing the Company, without prejudice to the authority of the General Meeting by law and these Articles of Association.
2. The Board will assume jointly and as a whole the direct responsibility for the administration and supervision of company management, for the common purpose of promoting the corporate interest.

Article 24. Authority

1. The Board is responsible for representing the Company in- and out-of-court. Board resolutions must be implemented by the Board or by the Board appointed directors and, otherwise, by the chair or deputy chair, or by the representative with authority to execute and notarise resolutions. Representation must be extended to all acts included in the corporate purpose.
2. The Board is authorised, in the broadest sense, to oversee, manage and dispose of the corporate assets, to perform as many legal acts as may be necessary to perform and develop the activities included in the corporate purpose and, in general, to execute all the authority not expressly reserved by law or by these Articles of Association to the General Meeting.

Article 25. Composition

1. The Board will consist of at least five members and a maximum of fifteen.

The General Meeting will determine the exact number.

2. In its proposals for appointment to the General Meeting, the Board will ensure that the number of non-executive directors constitutes a broad majority of the Board and that the number of executive directors is the minimum necessary, taking into account the complexity of the corporate group and the percentage of participation of executive directors in the Company's capital. It will also ensure that the relationship between proprietary and independent non-executive directors reasonably reflects the relationship

between stable capital and floating capital, and that the number of independent directors represents at least one-third of the total number of directors.

The types of directors must be defined by law.

3. The Board must ensure that its member selection procedures favour diversity of gender, experience and knowledge and are not affected by any implicit bias that could entail any kind of discrimination and, in particular, that they facilitate the selection of female directors.

Article 26. Appointment and removal of directors

1. The General Meeting will appoint and re-elect directors. If vacancies arise during the term for which the directors were appointed, the Board may appoint the persons to occupy these vacancies until the first General Meeting is convened.
2. The removal of directors may be agreed at any time by the General Meeting.
3. In the case of independent directors, the proposed appointment or re-election of Board members corresponds to the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee, and in all other cases, to the Board itself. In any event, the proposal must be accompanied by an explanatory report from the Board assessing the competence, experience and merits of the candidate proposed, which must be attached to the minutes of the General Meeting or the Board itself.
4. Proposed appointment or re-election of any non-independent director must also be preceded by a report from the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee.

Article 27. Requirements and term of office

1. Directors need not be shareholders and may only be individuals.
2. Directors may not be persons who are subject to legal incapacity or incompatibility, especially those of senior officers determined by Law 3/2015, of 30 March, and other legislation that may be in the future.
3. Directors will hold their position for the period established for that purpose by the General Meeting, which may not exceed the maximum term established by law and must be equal for all of them, at which time they may be re-elected one or more times for periods of equal maximum duration.

Independent directors may not remain in this position for a continuous period of more than 12 years.

Article 28. General obligations of the director

1. All directors must take the necessary measures for the good management and proper control of the Company, with the due diligence and loyalty required by law.
2. When performing their duties, directors must act with the skill and care expected of the reasonable professional. Their business discretion must be protected by law.
3. Directors are also required to perform their duties with the loyalty of a loyal representative, acting in good faith and in the best interest of the Company.
4. The Board Regulation will implement the specific obligations of the directors arising from the duties of confidentiality, non-competition and loyalty, paying particular attention to conflicts of interest, and will establish the appropriate procedures and guarantees for authorisation or waiver, in accordance with the Corporate Enterprises Act.

Article 28 bis. Remuneration of directors

1. Directors must be entitled to receive remuneration, which must be in accordance with these Articles of Association.
2. Remuneration of directors must be subject to transparency and moderation requirements. Remuneration must be reasonable in proportion to the importance of the Company, the economic situation it has at any given time and the market standards of comparable companies.
3. The remuneration system in these Articles of Association is aimed at promoting the Company's long-term profitability and sustainability, incorporating also the necessary precautions to avoid excessive risk assumption and the rewarding of unfavourable results.
4. Remuneration of non-executive directors will consist of a fixed annual allocation. This allocation must be the only remuneration received by non-executive directors, without prejudice to group insurance and liability insurance corresponding to the performance of their duties as directors, and reimbursement for travel, lodging and maintenance expenses arising from the performance of their duties as such.
5. Executive directors will not receive any remuneration for exercising the supervisory and group decision-making functions of the Board, without prejudice to group insurance and liability insurance corresponding to the performance of their duties as directors, and the reimbursement for travel, lodging and maintenance expenses arising from the performance of their duties as such. For their senior management duties, executive directors will receive: a fixed salary; variable remuneration, which will depend on the Company's profit/(loss) and whose amount may not exceed 40% of gross annual salary; payments in kind such as vehicle use, medical insurance and life insurance premium, and severance payment.
6. The General Meeting is responsible for approving the maximum annual amount, including all remuneration items, received by all the directors as such, which must be in accordance with the remuneration policy and Articles of Association, and will remain in effect until adjustments are approved.

Distribution of the maximum annual amount among the various directors must be determined by Board resolution, which must take into account the functions and responsibilities attributed to each director, membership in Board committees and any other objective circumstances considered relevant. In particular, the Board is responsible for setting the directors' remuneration for performing executive duties and the terms and conditions of their contracts with the Company, under sections 249 and 529 octodecies of the Corporate Enterprises Act, with the Articles of association and with the directors' remuneration policy in effect at any given time.

7. The Board must prepare and publish annually a report on the directors' remuneration, with the legally required content. In particular, it must include clear, complete and understandable information on the remuneration policy applicable to the current year. This report, which must be notified to the Spanish Securities Market Commission, must be put to the vote in an advisory capacity and as a separate vote on the agenda at the Annual General Meeting.
8. The directors' remuneration policy must be submitted to the General Meeting for approval every three years as a separate item on the agenda, which must be in accordance with the system envisaged by the Articles of Association. The proposal submitted to the meeting must be reasoned and must be accompanied by a specific report from the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee. The terms on which it must be approved, its validity and modification or replacement system must be by law.

Article 29. Call to Meeting Meetings

1. The Board will meet at least eight times a year, and whenever the chair or whoever acts in this capacity considers it appropriate, on behalf of whom the secretary will call the meetings by letter, telegram, fax, email or any other electronic or online means, sent to each director duly in advance.

If the chair failed to call a meeting, without just cause, within one month after being requested to do so, the coordinating director or the directors that constitute at least one-third of the Board members may call a meeting, indicating the agenda and that the meeting is to be held at the registered office.

2. In general, the meetings must be held at the registered office or in any location previously designated by the chair and indicated in the call.

Board meetings may also be held in several rooms simultaneously, provided that the interactivity and intercommunication between the directors is ensured in real time and in unity of act. In that case, the connexion system and the places where the technical means are available to attend and participate in the meeting must be recorded in the call. Resolutions must be considered passed in the place where the chair is located.

3. Where circumstances so require, meetings may be held remotely, provided that the participation of all Board members is assured, and where the format of the meeting allows it to achieve its purpose.

4. Unless the Board is quorate or exceptionally called for reasons of urgency, the directors must have in advance the information necessary to deliberate and pass resolutions on the matters to be addressed and with sufficient advance notice. The chair of the Board, with the collaboration of the secretary, must ensure compliance with this provision.

Article 30. Required quorum for the Meeting

1. Board meetings must be quorate when the majority of the members are present or represented.
2. Directors must personally attend the meetings held. However, if attendance is impossible, they may be represented by another director. Representation must be granted by writing to the chair of the Board. Non-executive directors may only be represented by another non-executive director.

Article 31. Deliberations. Resolutions. Minutes

1. Deliberations must be presided over by the chair of the Board and, in absence of the chair, by the deputy chair, and in the absence of both, by the senior director or the director appointed by the Board.

The chair of the meeting must be assisted by the secretary or deputy secretary –if the latter is available– and in the absence of both, by the director appointed by the Board itself.

2. Resolutions must be passed by an absolute majority of the directors attending the meeting or represented, without prejudice to those cases in which the law requires a different majority, except in the case of permanent delegation of all or some of the legally delegated powers of the Board to the executive committee or the CEOs, the appointment of the directors to hold those positions and the approval of the contract that those directors and executive directors must sign with the Company, which will require the favourable vote of two-thirds of the Board members to be valid. In the event of a tie, the chair or person exercising these functions will have the deciding vote.

Voting in writing without a meeting will only be permitted when no director objects to this procedure.

3. Board discussions and resolutions must be recorded in minutes, which must be signed by the chair and the secretary, or by those who have replaced them.

Minutes must be approved by the Board at the end of the meeting or at the next meeting.

Certifications of the minutes of the Board resolutions must be issued by the secretary and, otherwise, by the deputy secretary –if this person is available– even if they are not directors, with the approval of the chair or, where applicable, the deputy chair.

4. Board resolutions may be challenged subject to law.

Article 32. Organisation

1. The Board, following a report from the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee, will choose a chair from amongst its members and may also choose one or more deputy chairs. The term of these positions may not exceed that of their term as directors, without prejudice to their removal by the Board before their term of office or their re-election expires.
2. The Board will appoint a secretary, and may also appoint a deputy secretary, who may or may not be a director, in which case they will attend meetings with voice but without vote. If the nominees for secretary and deputy secretary are not directors, their appointment must be indefinite; and if they are directors, the term of these positions may not exceed that of their term as directors, without prejudice to their removal and re-election by Board resolution.
3. The chair must be replaced when absent by the deputy chair, and if there is more than one for any of them, and, in the absence of deputy chairs, by the senior director or the director appointed by the Board. The secretary must be replaced when absent by the deputy secretary, if any, and in the absence of both, by the director authorised by the Board in each case.

The position of chair may be held by an executive director. In that case:

- a) The appointment of the chair will require the favourable vote of two-thirds of the Board members.
- b) The Board, with the abstention of the executive directors, must appoint a coordinating director from amongst the independent directors, who, in addition to the authority corresponding to them by law, must be particularly authorised to: (i) request the call for the board meeting, in accordance with the Articles of Association or the inclusion of new items on the agenda of a board meeting already called, (ii) coordinate and bring together the non-executive directors; (iii) chair the Board meeting in the absence of the chair and deputy chairs, if any; (iv) reflect the concerns of non-executive directors; (v) maintain contacts with investors and shareholders to know their points of view to form an opinion on their concerns, in particular in relation to the corporate governance of the company; (vi) lead, where applicable, the regular assessment of the chair of the Board and (vii) coordinate the succession plan of the chair, taking into account the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee.
4. The Board will assess once a year the quality and efficiency of the operation of the Board and the committees, and the performance of the functions of the chair of the Board and the Company's chief executive officer, under section 529 nonies of the Corporate Enterprises Act.
5. The Board will approve an annual corporate governance report. This report must provide a detailed explanation of the company's governance system and its operation in practice by law. The report must be submitted to the Spanish Securities Market Commission under the legally established terms.

Article 33. Executive Committee CEOs Delegations of powers

1. The Board may appoint, from amongst its members, an executive committee and one or more CEOs, and permanently delegate all or part of its delegable authority to one or the others, without prejudice to any authority that may be conferred on any person. In no case may the authority in sections 249bis and 529ter of the Corporate Enterprises Act be delegated, except as regards the authority in section 529ter, in duly justified cases of urgency in which paragraph 2 of that section will apply.
2. When the executive committee is created and the directors are appointed, the Board will determine their authority and appoint the directors who must become members of the executive committee, including the chair and secretary of the committee; in the latter case, this person will not need to be a director. It will also be necessary to sign a contract between the appointed directors and the Company, with the legally established content. The appointment of the executive committee and the CEOs and their authority must be registered at the Commercial Registry.
3. For the Board to be able to appoint and delegate the authority in this Article, and to approve the corresponding contracts, it must resolve these matters with the favourable vote of two-thirds of the Board members, which is established by exception in Article 31 of these Articles of Association.
4. The Board will set up from among its members an Audit Committee and an Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee. It may also set up a Strategy and Investment Committee and any other committees it considers appropriate to address the matters within its competence, appointing the directors to be members of these committees and establishing the functions assumed by each. The Board may develop and implement the rules relating to these committees, by law and the Articles of Association.

Article 34. Audit committee

1. An audit committee must be established within the Board.
2. The audit committee will consist exclusively of non-executive directors, with a minimum of three and a maximum of five members appointed by the Board, most of whom must be independent directors. The chair of the committee must be appointed by the Board from amongst its independent directors and must be appointed for four years, who may be re-elected after the one-year period has elapsed from their removal. The Board will also appoint a committee secretary, who will not be considered a director.

Audit committee members as a whole, and especially its chair, must be appointed taking into account their knowledge and experience in accounting, auditing or risk management, in both financial and non-financial areas.

3. The audit committee will meet at least four times a year when the annual and interim financial information is published, to review the financial information and the information

that the Board must approve and include in its annual public documentation. It will also meet with the following objectives: establishment of the annual audit plan; knowledge of the status of compliance with the plan and receipt of the audit report, whenever the chair considers it appropriate or at the request of two of its members.

The call must be made at the request of the chair of the committee or at the request of at least two members and Company employees may be invited.

In performing their functions and when expressly and occasionally agreed by its members, the audit committee may require the presence of other directors at its meetings; the auditor; the compliance committee; executives or employees of the company –even individually, without the presence of other employees or executives–; and of the experts it considers appropriate.

The head of the internal audit service, at the invitation of the chair of the audit committee, may attend committee meetings on a permanent basis with voice but without vote.

The chair of the audit committee will plan the meetings and will keep the secretary informed so that the committee members receive the documentation in due time. Prior to attending the committee meetings, the members must dedicate sufficient time in the analysis and assessment of the information received.

4. The audit committee will perform its functions independently. The main functions that the committee will perform must be as follows:
 - a) Report to the General Meeting on the issues raised within the committee on areas of its competence.
 - b) Regarding information and internal control systems:
 - (i) Monitor the effectiveness of the company's internal control, internal audit and risk management systems, including tax risks, and discuss with the auditor any significant weaknesses in the internal control system detected in the course of the audit.
 - (ii) Ensure the independence of the unit that assumes the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the budget of that service; approve or propose to the Board the approval of the guidelines and annual work plan for the internal audit, ensuring that its activity is focused mainly on the Company's significant risks, including reputational risks; report directly and on a regular basis on the performance of its activities, including possible incidents and limitations in the scope presented in the performance of its activities; and verify that senior management takes into account the conclusions and recommendations of its reports; and submit an activity report at the end of each year.
 - (iii) Monitor and evaluate the integrity and process of preparing the financial and non-financial information, in coordination with the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee, and the control and management systems for financial and non-financial risks

relating to the company and, where applicable, the group, including operational, technological, legal, social, environmental, political and reputational or corruption-related risks, reviewing compliance with regulatory requirements, the proper demarcation of the scope of consolidation and the correct application of accounting policies.

- (iv) Establish and supervise a mechanism that allows employees to report confidentially, and anonymously if possible and considered appropriate, the potentially significant irregularities, especially financial and accounting, or of any other nature, related to the Company, which are reported within the Company or its group.
 - (v) Ensure, in general, that the policies and systems in internal control are effectively applied in practice.
- c) Regarding the auditor:
- (i) Submit proposals to the Board for the selection, appointment, re-election and replacement of the auditor, and the terms of this person's engagement and, if the auditor resigns, to examine the circumstances that gave rise to this decision.
 - (ii) Regularly collect information from the auditor on the audit plan and its implementation.
 - (iii) If the auditor resigns, examine the circumstances giving rise to this decision.
 - (iv) Maintain auditors' independence in the performance of their duties, ensuring that remuneration for their work does not compromise their quality or independence.
 - (v) Establish the appropriate relationships with the auditors to receive information on issues that may jeopardise their independence, for examination by the committee, and any other information related to the process of conducting the audit, including any other communications in the audit regulations and audit standards. In any case, the audit committee must annually receive from the auditors the declaration of their independence in relation to the entity or entities related to it, directly or indirectly, and the information on the additional services of any kind provided and the corresponding fees received from these entities by the auditor or by the persons or entities related to it, in accordance with audit regulations.
 - (vi) Verify that the Company reports the change of auditor through the Spanish Securities Market Commission (CNMV), accompanied by a statement on the possible existence of disagreements with the outgoing auditor and, if any, their content.
 - (vii) Ensure that the auditor holds an annual meeting with the Board to inform them of the work performed and the development of the Company's accounting and risk situation.

- (viii) Ensure that the Company and the auditor respect current rules on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other rules on auditor independence.
 - (ix) Issue an annual report, before issuing the auditor's report, expressing an opinion on the auditor's independence. This report must contain, in any case, the assessment of the provision of the additional services referred to in the previous heading, considered individually and as a whole, other than the legal audit and in relation to the independence scheme or audit regulations.
5. The audit committee will inform the Board, before its approval by the latter, of the decisions on the following matters:
- a) Regular public financial information.
 - b) The creation or acquisition of shares in special-purpose vehicles or entities domiciled in countries or territories considered tax havens, and any other transactions or operations of a similar nature that, due to their complexity, could undermine the transparency of the Group.
 - c) Related-party transactions.

Article 35. Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee

1. The Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee must be established within the Board.
2. The Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee will consist exclusively of non-executive directors, with a minimum of three and a maximum of five members, appointed by the Board, the majority of which must be independent directors.

The members of the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee must be appointed taking into account the knowledge, skills and experience appropriate to the functions they are called to perform.

The chair of the Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee must be appointed by the Board from amongst its independent directors and must be elected for four years, and may be re-elected one or more times, for periods of equal maximum duration. The Board will also appoint a committee secretary, who will not be considered a director.

3. The Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee will meet at least once a year to propose the remuneration of the directors and the Company's top level executives, and the annual report on directors' remuneration and, where applicable, the proposal for the directors' remuneration policy. The committee will meet whenever the chair of the Board requests a report or appointment proposal, or at the request of at least two of Committee members.

4. The Appointment, Remuneration, Sustainability and Corporate Social Responsibility Committee will perform its functions independently. The main functions that the committee will perform must be as follows:
 - a) Evaluate the knowledge, competence and experience required in the Board. For these purposes, it will define the functions and skills of the candidates to fill the vacancies on the Board and will assess the time and dedication required to effectively perform their duties.
 - b) Submit proposals to the Board for the appointment of independent directors for their designation by co-option or for submission to the decision of the General Meeting, and proposals for the re-election or removal of these directors by the General Meeting.
 - c) Report to the Board on proposals for appointment of the remaining directors for their designation by co-option or for their submission to the decision of the General Meeting, including proposals for their re-election or removal by the General Meeting.
 - d) Establish a representation objective for the under-represented gender on the Board and develop guidelines on how to achieve this objective.
 - e) Organise the succession of the chair and the chief executive officer, after consulting with the current chair and chief executive officer and, where applicable, making proposals to the Board for the succession to take place in an orderly and planned manner.
 - f) Report on appointments and removals, and the basic terms and conditions of senior executive contracts, including executive directors, at the proposal of the chief executive officer.
 - g) Propose to the Board the maximum amount of annual remuneration of all the directors in their capacity as such, which must be approved by the General Meeting, and the distribution among each of them.
 - h) Propose to the Board the individual remuneration of executive directors and the top-level executives, both in their amount and in their various constitutive elements.
 - i) Verify compliance with the remuneration policy established by the Company and periodically review its application.
 - j) Periodically review the remuneration policy applied to directors and senior executives, including remuneration systems with shares and their application, ensuring that their individual remuneration is proportionate to that paid to the other directors and senior executives of the Company.
 - k) Verify the accuracy of information on academic qualifications, remuneration of directors and senior executives contained in the various corporate documents, including the annual report on remuneration of directors.

- l) On compliance with Company's environmental, social and corporate governance policies and rules, and with internal codes of conduct:
 - (i) Monitor compliance with corporate governance rules and the Company's internal codes of conduct, and also ensure that the corporate culture is in line with its purpose and values.
 - (ii) Monitor, in coordination with the audit committee, the implementation of the policy regarding the communication of economic-financial, non-financial and corporate information, and communication and contact with shareholders and agents of the securities market (analysts, institutional investors and proxy advisors, and monitor how the company communicates and relates to small and medium-sized shareholders.
 - (iii) Regularly assess and review the corporate governance system and the Company's corporate social responsibility and sustainability policies, so that it fulfils its mission; promote the corporate interest and take into account, as applicable, the legitimate interests of the other stakeholders.
 - (iv) Monitor the Company's corporate social responsibility and sustainability practices in line with the strategy and policy set by the Company.
 - (v) Monitor and evaluate the processes related to the various stakeholders.
- m) Report on transactions that involve or may involve conflicts of interest and, in general, on matters covered by Article 28 of these Articles of Association and Chapter IX of the Board Regulation on the duties and obligations of directors.
- n) Ensure that any conflicts of interest do not undermine the independence of the external advice provided to the committee.

CHAPTER IV. Financial year and financial statements

Article 36. Financial year

The financial year will coincide with the calendar year.

Article 37. Financial statements

1. The Company must keep, by law and the Commercial Code, orderly accounting, appropriate to its business activity, enabling chronological monitoring of transactions, and the preparation of inventories and balance sheets. Accounting books must be authenticated by the Commercial Registry corresponding to the place of the registered office.
2. Directors are required to prepare, within a maximum of three months of the end of the financial year, the financial statements, the management report and the proposed allocation

of profit/(loss). Financial statements will consist of the balance sheet, the income statement, a statement that portrays the changes in the equity of the year, a cash flow statement and the annual report. These documents, which will form a single unit, must be clearly written and must present a true and fair view of the Company's equity, financial position and profit/(loss), by law and the Commercial Code, and must be signed by all the directors.

3. Within the legally established deadlines, the directors will make available to shareholders, through the Company's corporate website and by communication submitted to the Spanish Securities Market Commission, the financial statements, the management report and the proposed allocation of profit/(loss).

Article 38. Allocation of profit/(loss)

1. The General Meeting will decide on the allocation of the year's profit or loss, in accordance with the approved balance sheet. Regarding the profits obtained in each year, once the legal reserve and other legally established provisions have been met, and the corresponding amount is allocated to pay the minimum dividend of 5% to non-voting shares, as applicable, in accordance with Article 5 of these Articles of Association, the General Meeting may apply what it considers appropriate for voluntary reserves or any other legally permitted purpose.

The remainder, if applicable, must be allocated to the distribution of dividends amongst ordinary shareholders, in the amount decided by the General Meeting and in proportion to the capital paid for each share.

2. The payment of the interim dividend must be subject to law.

Article 39. Deposit of the accounts

The deposit must be performed in accordance with current legislation.

CHAPTER V. Dissolution and liquidation**Article 40. Dissolution**

The Company must be dissolved for the reasons and with the formalities in section 360 and related sections, of the Corporate Enterprises Act.

Article 41. Liquidation

Once the company has been dissolved, the liquidation period will open.

Article 42. Liquidators

During the liquidation period, the directors will assume the functions of liquidators –with the authority indicated by law– and will perform the liquidation and division in accordance with the resolutions of the General Meeting and provisions in force, and if their number is even, the General Meeting will appoint by majority vote another liquidator to achieve an odd number.

Article 43. Corporate assets division

Once the corporate creditors have been paid and the amount of their loans is deposited, if they are due, or if payment is previously secured in the case of unexpired loans, the resulting asset must be distributed amongst the shareholders in accordance with law.