

**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF  
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A.  
TO THE 2018 ANNUAL SHAREHOLDERS' MEETING**

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action you should take, you should immediately consult your independent professional adviser.

If you have sold or otherwise transferred all your shares in International Consolidated Airlines Group, S.A. (the “**Company**” or “**IAG**”), please forward this document and any accompanying documents you receive in relation to such shares to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**1.- APPROVAL OF THE 2017 FINANCIAL STATEMENTS AND MANAGEMENT REPORTS OF THE COMPANY AND OF ITS CONSOLIDATED GROUP.**

**EXPLANATION:**

The directors present to the Shareholders' Meeting the individual annual financial statements and management report of the Company and the consolidated annual financial statements and management report of the Company and its subsidiaries for the financial year ended December 31, 2017, together with the reports of the auditors.

**PROPOSED RESOLUTION:**

**RESOLUTION 1**

*“To approve the individual annual financial statements and management report of International Consolidated Airlines Group, S.A. and the consolidated annual financial statements and management report of International Consolidated Airlines Group, S.A. and its subsidiaries for the financial year ended December 31, 2017, which were formulated by the Board of Directors at its meeting held on February 22, 2018.”*

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**2.- PROPOSAL FOR THE ALLOCATION OF RESULTS AND REMUNERATION TO SHAREHOLDERS: A) APPROVAL OF THE PROPOSAL FOR THE ALLOCATION OF 2017 RESULTS; AND B) REMUNERATION TO SHAREHOLDERS: FINAL DIVIDEND APPROVAL.**

The resolution for the approval of the proposal for the allocation of results corresponding to the financial year ended December 31, 2017 and the resolution for the approval of a final dividend will be voted on separately.

**a) APPROVAL OF THE PROPOSAL FOR THE ALLOCATION OF 2017 RESULTS.**

**EXPLANATION:**

This resolution approves the allocation of results of the Company corresponding to the financial year 2017, consisting of a profit of 596,469 thousand euros, to the legal reserve, to the distribution of dividends (interim dividend and final dividend), and to voluntary reserves.

**PROPOSED RESOLUTION:**

**RESOLUTION 2.a)**

*“To approve the proposed allocation of the 2017 results of International Consolidated Airlines Group, S.A., consisting of a profit of 596,469 thousand euros, in the following terms:*

- (i) the amount of 26,603 thousand euros to the legal reserve;*
- (ii) the amount of 256,178 thousand euros to the payment of a dividend that was paid in full prior to this Shareholders’ Meeting as an interim dividend by virtue of the resolution adopted by the Board of Directors at its meeting on October 26, 2017, which it is resolved to ratify to the extent necessary;*
- (iii) the amount of 297,124 thousand euros to the payment of a final dividend (corresponding to a fixed dividend of 14.5 euro cents gross per share to all of the 2,049,127,922 shares outstanding on the date of the call of the Shareholders’ Meeting’s approval) in accordance with Resolution 2.b) below; and*
- (iv) the amount of 16,564 thousand euros (the remainder of the profit for the year following the above distributions) to voluntary reserves.*

*It is placed on record that the amounts allocated to payment of a final dividend and, consequently, to voluntary reserves have been calculated taking into consideration the number of outstanding shares at the date of approval of the call of the Shareholders’ Meeting.*

*In the event that the number of shares entitled to receive the final dividend is further increased, the total amount allocated to payment of the final dividend shall be increased as a result, and the amount allocated to voluntary reserves shall be reduced accordingly, and vice versa if the number of shares entitled to receive the final dividend is reduced (for example, by an increase in the treasury stock shares).”*

**b) REMUNERATION TO SHAREHOLDERS: FINAL DIVIDEND APPROVAL**

**EXPLANATION:**

This resolution approves the distribution of a final dividend in cash of 14.5 euro cents gross per share from 2017 profit.

**PROPOSED RESOLUTION:**

**RESOLUTION 2.b)**

*“To distribute a final dividend in cash, out of profit for 2017, of 14.5 euro cents gross per outstanding share of the Company entitled to receive it on the date on which payment is made.*

*Payment shall be made from July 2, 2018.*

*The withholdings required by the applicable legislation from time to time shall be deducted from the gross amounts paid.*

*For such purposes, to authorize the Board of Directors, on the broadest terms, with the express power of substitution, to adopt all decisions and perform all steps necessary or appropriate, for the payment of the final dividend approved above, including, in particular and without limitation, to establish the terms and conditions of the distribution in all matters not provided for above, to designate the entity or entities that is/are to act as paying agent and sign the relevant contract(s) on the terms and conditions it sees fit, to draw from current accounts for such purpose, to make the appropriate communications and notifications and, in general, to take any other steps that may be necessary or appropriate for the successful completion of the approved distribution.”*

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**3.- APPROVAL OF THE MANAGEMENT OF THE BOARD OF DIRECTORS DURING THE 2017 FINANCIAL YEAR.**

**EXPLANATION:**

In this resolution, the Board of Directors requests the approval of its management during the financial year ended December 31, 2017 in accordance with Article 164 of the Companies Law (*Ley de Sociedades de Capital*).

**PROPOSED RESOLUTION:**

**RESOLUTION 3**

*“To approve the management of the Board of Directors during the financial year ended December 31, 2017.”*

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**4.- RE-ELECTION OF AUDITORS: A) RE-ELECTION OF ERNST & YOUNG, S.L. AS AUDITOR FOR THE 2018 FINANCIAL STATEMENTS OF THE COMPANY AND OF ITS CONSOLIDATED GROUP AND B) DELEGATION TO THE BOARD OF DIRECTORS TO DETERMINE THE TERMS AND CONDITIONS OF RE-ELECTION AND REMUNERATION OF ERNST & YOUNG, S.L. AS AUDITOR.**

The resolution for the appointment of Ernst & Young, S.L. as auditor and the resolution for the delegation to the Board of Directors of the power to establish the terms and conditions for re-election and remuneration of Ernst & Young, S.L. will be voted on separately.

**a) RE-ELECTION OF ERNST & YOUNG, S.L. AS AUDITOR FOR THE 2018 FINANCIAL STATEMENTS OF THE COMPANY AND OF ITS CONSOLIDATED GROUP.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Ernst & Young, S.L. as auditor for the financial statements of the Company and of its consolidated group for financial year 2018, upon prior proposal from the Audit and Compliance Committee.

**PROPOSED RESOLUTION:**

**RESOLUTION 4.a)**

*“To re-elect Ernst & Young, S.L. as auditor of International Consolidated Airlines Group, S.A. and of its consolidated group to conduct the audit for financial year 2018.”*

**b) DELEGATION TO THE BOARD OF DIRECTORS TO DETERMINE THE TERMS AND CONDITIONS OF RE-ELECTION AND REMUNERATION OF ERNST & YOUNG, S.L. AS AUDITOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting that the Board of Directors be delegated the power to enter into the relevant services agreement with Ernst & Young, S.L. to act as auditor of the Company and of its consolidated group on the terms and conditions and for the remuneration that the Board of Directors deems appropriate.

**PROPOSED RESOLUTION:**

**RESOLUTION 4.b)**

*“To delegate to the Board of Directors, with the express power of substitution, to enter into the corresponding services agreement with Ernst & Young, S.L. as auditor, on the*

*terms and conditions and for the remuneration it deems appropriate, and to make such amendments as may be required in accordance with applicable law at any time.”*

\* \* \*

**5.- RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE CORPORATE BYLAWS MANDATED ONE-YEAR TERM.**

The Board of Directors proposes to the Shareholders' Meeting the re-election of the following Company directors: Mr. Antonio Vázquez Romero, Mr. William Walsh, Mr. Marc Bolland, Mr. Patrick Cescau, Mr. Enrique Dupuy de Lôme, Ms. María Fernanda Mejía Campuzano, Mr. Kieran Poynter, Mr. Emilio Saracho Rodríguez de Torres, Dame Marjorie Scardino, Ms. Nicola Shaw and Mr. Alberto Terol Esteban, for the corporate bylaws mandated one-year term, upon proposal from the Nominations Committee.

In this regard, the Nominations Committee considered that such directors continue to contribute effectively to the running of the Company and have demonstrated commitment to the role.

In addition, the Board of Directors proposes to the Shareholders' Meeting the appointment as non-executive independent director of Ms. Deborah Kerr, for the one-year term specified in the Company's bylaws following the proposal submitted by the Nomination Committee, to fill the vacancy left by Mr. James Lawrence, who will not stand for re-election as part of the Board of Director's succession and renewal plan and who will consequently cease to be a director of the Company at the 2018 Shareholders' Meeting. The Board of Directors expresses its appreciation to Mr. James Lawrence for services rendered.

Each resolution for the re-election or appointment of each director's proposals will be voted on separately.

**a) TO RE-ELECT MR. ANTONIO VÁZQUEZ ROMERO AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Antonio Vázquez Romero as a director, classified as other non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Antonio Vázquez Romero:

*Key areas of experience:* consumer, sales/marketing, finance, governance.

*Current external appointments:* Member, Advisory Board of the Franklin Institute. Member, Cooperation Board of the Loyola University. Trustee, Nantik Lum Foundation.

*Previous relevant experience:* Chairman, Iberia 2012-2013. Chairman and CEO, Iberia 2009-2011. Chairman and CEO, Altadis Group 2005-2008. Chairman, Logista 2005-2008. Director, Iberia 2005-2007. Chief Operations



Officer and other various positions, Cigar Division of Altadis Group 1993-2005. Various positions at Osborne 1978-1983 and Domecq 1983-1993. Began his career in consultancy at Arthur Andersen & Co.

- Date of first and of most recent appointment as a director of the Company:

Mr. Antonio Vázquez Romero was appointed as a director for the first time on May 25, 2010 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Antonio Vázquez Romero owns 512,291 Company shares.

#### **PROPOSED RESOLUTION:**

##### **RESOLUTION 5.a)**

*“To re-elect Mr. Antonio Vázquez Romero as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- b) TO RE-ELECT MR. WILLIAM WALSH AS A DIRECTOR, CLASSIFIED AS EXECUTIVE DIRECTOR.**

#### **EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the re-election of Mr. William Walsh as a director, classified as executive director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. William Walsh:

*Key areas of experience:* airline industry.

*Current external appointments:* Chairman, National Treasury Management Agency of Ireland. Member, IATA Board of Governors.

*Previous relevant experience:* Chairman, IATA Board of Governors 2016-2017. Chief Executive Officer, British Airways 2005-2011. Chief Executive Officer, Aer Lingus 2001-2005. Chief Operating Officer, Aer Lingus 2000-2001. Chief Executive Officer, Futura (Aer Lingus’ Spanish Charter airline) 1998-2000. Joined Aer Lingus as cadet pilot in 1979.

- Date of first and of most recent appointment as a director of the Company:

Mr. William Walsh was appointed as executive director for the first time on May 25, 2010 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. William Walsh owns 1,930,985 Company shares. In addition, he has interests in shares as a result of share awards (conditional awards and options) made pursuant to the Company share schemes as detailed below:

<i>Plan</i>	<i>Date of award</i>	<i>Vesting date</i>	<i>Shares within award</i>
IADP 2016	March 7, 2016	March 7, 2019 No performance conditions	125,693
PSP 2016	March 7, 2016	Subject to satisfaction of performance conditions tested over a 3-year period and a further 2-year holding period	314,233
IADP 2017	March 6, 2017	March 6, 2020 No performance conditions	51,893
PSP 2017	March 6, 2017	Subject to satisfaction of performance conditions tested over a 3-year period and a further 2-year holding period	311,355

**PROPOSED RESOLUTION:**

**RESOLUTION 5.b)**

*“To re-elect Mr. William Matthew Walsh as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of executive director.”*

- c) **TO RE-ELECT MR. MARC BOLLAND AS A DIRECTOR, CLASSIFIED AS NON-**

**EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Marc Bolland as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Marc Bolland:

*Key areas of experience:* general management, commercial management/marketing, retail, hospitality industry.

*Current external appointments:* Head of European Portfolio Operations, The Blackstone Group, L.P. Director, Coca-Cola Company. Non-Executive Director, Exor S.p.A. Vice President, UNICEF UK.

*Previous relevant experience:* Chief Executive, Marks & Spencer 2010-2016. Chief Executive, WM Morrison Supermarkets PLC 2006-2010. Director, Manpower Inc USA 2005-2015. Chief Operating Officer 2005-2006, Director 2001-2005 and other executive and non-executive positions, Heineken 1986-2001.

- Date of first and of most recent appointment as a director of the Company:

Mr. Marc Bolland was appointed as non-executive independent director for the first time on June 16, 2016 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Marc Bolland has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.c)**

*“To re-elect Mr. Marc Bolland as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- d) TO RE-ELECT MR. PATRICK CESCAU AS A DIRECTOR, CLASSIFIED AS NON-**

**EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Patrick Cescau as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Patrick Cescau:

*Key areas of experience:* consumer, finance, sales/marketing, governance.

*Current external appointments:* Chairman, InterContinental Hotel Group. Trustee, LeverHulme Trust. Member, Temasek European Advisory Panel. Patron, St Jude India Children's Charity.

*Previous relevant experience:* Senior Independent and Director, Tesco 2009-2015. Director, INSEAD 2009-2013. Senior Independent and Director, Pearson PLC 2002-2012. Group Chief Executive, Unilever 2005-2008. Chairman, Unilever PLC. Deputy Chairman, Unilever the Netherlands, Food Director. Prior to being appointed to the Board of Unilever in 1999 as Group Finance Director, he was Chairman of a number of the company's major operating companies and divisions including the USA.

- Date of first and of most recent appointment as a director of the Company:

Mr. Patrick Cescau was appointed as non-executive independent director for the first time on September 27, 2010 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Patrick Cescau has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.d)**

*“To re-elect Mr. Patrick Jean Pierre Cescau as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- e) **TO RE-ELECT MR. ENRIQUE DUPUY DE LÔME AS A DIRECTOR, CLASSIFIED AS**

**EXECUTIVE DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Enrique Dupuy de Lôme as a director, classified as executive director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Enrique Dupuy de Lôme:

*Key areas of experience:* finance, airline industry.

*Current external appointments:* Chairman, Iberia Cards.

*Previous relevant experience:* Chief Financial Officer, Iberia 1990-2011. Head of finance and deputy director of financial resources, Instituto Nacional de Industria (INI) and Teneo financial group, 1985-1989. Head of subsidiaries at Enadimsa (INI Group), 1982-1985, Chairman IATA finance committee 2003-2005.

- Date of first and of most recent appointment as a director of the Company:

Mr. Enrique Dupuy de Lôme was appointed as executive director for the first time on September 26, 2013 and was last re-elected on June 16, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Enrique Dupuy de Lôme owns 562,165 Company shares. In addition, he has interests in shares as a result of share awards (conditional awards and options) made pursuant to the Company share schemes as detailed below:

<i>Plan</i>	<i>Date of award</i>	<i>Vesting date</i>	<i>Shares within award</i>
IADP 2016	March 7, 2016	March 7, 2019 No performance conditions	44,665
PSP 2016	March 7, 2016	Subject to satisfaction of performance conditions tested over a 3-year period and a further 2-year holding period	145,647
IADP 2017	March 6, 2017	March 6, 2020 No performance conditions	22,080
PSP 2017	March 6, 2017	Subject to satisfaction of performance conditions tested over a 3-year period and a further 2-year holding period	147,198

**PROPOSED RESOLUTION:**

**RESOLUTION 5.e)**

*“To re-elect Mr. Enrique Dupuy de Lôme Chávarri as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of executive director.”*

- f) **TO RE-ELECT MS. MARÍA FERNANDA MEJÍA CAMPUZANO AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the re-election of Ms. María Fernanda Mejía Campuzano as director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Ms. María Fernanda Mejía Campuzano:

*Key areas of experience:* general management, marketing and sales, supply chain, strategic planning, corporate transactions.

*Current external appointments:* Senior Vice President, The Kellogg Company. President, Kellogg Latin America. Corporate Officer and member of Kellogg’s

Company Executive Leadership Team. Member of the Council of the Americas.

*Previous relevant experience:* Vice-President and General Manager Global Personal Care and Corporate Fragrance Development Colgate-Palmolive Co. 2010-2011, Vice-President Marketing and Innovation Europe/South Pacific Division Colgate-Palmolive Co. 2005-2010. President and CEO Spain and Spain Holding Company 2003-2005. General Manager Hong Kong and Greater China and Director, Greater China Management Team, 2002-2003, Marketing Director Venezuela, 2000-2002, Marketing Director Ecuador, 1998-2000.

- Date of first and of most recent appointment as a director of the Company:

Ms. María Fernanda Mejía Campuzano was appointed as non-executive independent director for the first time on February 27, 2014, by co-option, and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Ms. María Fernanda Mejía Campuzano owns 100 Company shares.

#### **PROPOSED RESOLUTION:**

##### **RESOLUTION 5.f)**

*“To re-elect Ms. María Fernanda Mejía Campuzano as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- g) **TO RE-ELECT MR. KIERAN POYNTER AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Kieran Poynter as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Kieran Poynter:

*Key areas of experience:* professional services, finance services, corporate governance and corporate transactions.

*Current external appointments:* Chairman, F&C Asset Management PLC. Senior Independent Director and Chairman of the Audit Committee, British American Tobacco PLC.

*Previous relevant experience:* Chairman, Nomura International PLC 2009-2015. Member, Advisory Committee for the Chancellor of the Exchequer on the competitiveness of the UK financial services sector 2009-2010. Member, President's committee of the Confederation of British Industry 2000-2008. UK Chairman and Senior Partner, PricewaterhouseCoopers 2000-2008. UK Managing Partner, and other executive positions, PricewaterhouseCoopers 1998-2000.

- Date of first and of most recent appointment as a director of the Company:

Mr. Kieran Poynter was appointed as non-executive independent director for the first time on September 27, 2010 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Kieran Poynter owns 15,000 Company shares.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.g)**

*“To re-elect Mr. Kieran Charles Poynter as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*



**h) TO RE-ELECT MR. EMILIO SARACHO RODRÍGUEZ DE TORRES AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders' Meeting the re-election of Mr. Emilio Saracho Rodríguez de Torres as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Emilio Saracho Rodríguez de Torres:

*Key areas of experience:* corporate finance, investment banking, corporate transactions.

*Current external appointments:* Advisor, Cinven Spain. Director Altamar Capital Partners. Director, Industria de Diseño Textil, S.A. (Inditex).

*Previous relevant experience:* Chairman of Banco Popular Español, 2017. Vice Chairman and Member of the Investment Banking Management Committee, JPMorgan Chase & Co 2015-2016. Deputy CEO 2012-2015, CEO Investment Banking for EMEA 2012-2014 and member of the Executive Committee 2009-2013, JP Morgan Chase & Co. CEO, JP Morgan Private Banking for EMEA 2006-2012. Director, Cintra 2008. Director, ONO 2008. Chairman, JP Morgan Spain and Portugal 1998-2006. Global Investment Banking Head, Santander Investment (UK) 1995-1998. Spanish Market Manager, Goldman Sachs International 1990-1995.

- Date of first and of most recent appointment as a director of the Company:

Mr. Emilio Saracho Rodríguez de Torres was appointed as non-executive independent director for the first time on June 16, 2016 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Emilio Saracho Rodríguez de Torres has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.h)**

*“To re-elect Mr. Emilio Saracho Rodríguez de Torres as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- i) **TO RE-ELECT DAME MARJORIE SCARDINO AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the re-election of Dame Marjorie Scardino as director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Dame Marjorie Scardino:

*Key areas of experience:* commercial management, government affairs, communications, digital and media, legal services.

*Current external appointments:* Senior Independent Director, Twitter, Inc. Senior Independent Director, Pure Tech Health Inc. Member, charitable boards including The MacArthur Foundation (Chairman), London School of Hygiene and Tropical Medicine (Chairman), and The Carter Center. Member, Board of the Royal College of Art. Member of the Visiting Committee for the MIT Media Lab, Member, Board of Bridge International Academies (HQ-Kenya).

*Previous relevant experience:* Chief Executive Officer, Pearson plc 1997-2012. Chief Executive Officer, The Economist Group 1993-1996. President, The Economist Group US 1985-1993. Lawyer practising in the US 1975-1985.

- Date of first and of most recent appointment as a director of the Company:

Dame Marjorie Scardino was appointed as non-executive independent director for the first time on December 19, 2013, by co-option, and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Dame Marjorie Scardino owns 100 Company shares.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.i)**

*“To re-elect Dame Marjorie Morris Scardino as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

**j) TO RE-ELECT MS NICOLA SHAW AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the re-election of Ms. Nicola Shaw as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Ms. Nicola Shaw:

*Key areas of experience:* transport sector, public policy and regulatory affairs, consumer, general management.

*Current external appointments:* Executive Director, National Grid plc. Member of the Audit and Risk Committee English Heritage. Director for Major Projects Association.

*Previous relevant experience:* Non-Executive Director and Chairwoman of the Audit Committee, Ellevio AB 2015-2017. CEO, HS1 Ltd 2011-2016. Member of the Department for Transport’s Rail Franchising Advisory Panel 2013-2016. Non-Executive Director, Aer Lingus Plc 2010-2015. Charity Trustee, Transaid 2011-2013. Director and previously Managing Director, Bus Division at FirstGroup plc 2005-2010. Director of Operations and other management positions at the Strategic Rail Authority 2002-2005. Deputy Director and Deputy Chief Economist, Office of the Rail Regulator (ORR) 1999-2002. Associate, Halcrow Fox 1997-1999. Transport specialist, The World Bank 1995-1997. Corporate planner, London Transport 1990-1993.

- Date of first and of most recent appointment as a director of the Company:

Ms. Lucy Nicola Shaw was appointed as non-executive independent director on June 15, 2017 with effect from January 1, 2018.

- Shares of the Company and derivative financial instruments whose underlying

assets are shares of the Company held by the director:

Ms. Nicola Shaw has 1,495 shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.j)**

*“To re-elect Ms. Lucy Nicola Shaw as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- k) TO RE-ELECT MR. ALBERTO TEROL ESTEBAN AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

**EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the re-election of Mr. Alberto Terol Esteban as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Mr. Alberto Terol Esteban:

*Key areas of experience:* finance, professional services, information technology, hospitality industry.

*Current external appointments:* Leading Director and Chairman of the Nominations, Remuneration and Corporate Governance Committee, Indra Sistemas, S.A. Chairman of the Supervisory Board, Senvion. Director, Broseta Abogados. International Senior Advisor, Centerbridge. Independent Director, Varma. Independent Director Schindler España and Patron of Fundación Telefónica. Executive Chairman of various family owned companies.

*Previous relevant experience:* Director, OHL 2010-2016. Director, Aktua 2013-2016. Director, N+1 2014-2015. International Senior Advisor, BNP Paribas 2011-2014. Member, Global Executive Committee Deloitte 2007-2009. Managing Partner, EMEA Deloitte 2007-2009. Managing Partner, Global Tax & Legal Deloitte 2007-2009. Member, Global Management Committee Deloitte 2003-2007. Managing Partner, Latin America Deloitte 2003-2007. Managing Partner, Integration Andersen Deloitte 2002–2003, Managing Partner, Europe Arthur Andersen 2001-2002. Managing Partner,

Global Tax & Legal Arthur Andersen 1997-2001. Managing Partner, Garrigues Andersen 1997-2000.

- Date of first and of most recent appointment as a director of the Company:

Mr. Alberto Terol Esteban was appointed as non-executive independent director on June 20, 2013 and was last re-elected on June 15, 2017.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Mr. Alberto Terol Esteban has 26,537 Company shares.

#### **PROPOSED RESOLUTION:**

##### **RESOLUTION 5.k)**

*“To re-elect Mr. Alberto Terol Esteban as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

- I) TO APPOINT Ms DEBORAH KERR AS A DIRECTOR, CLASSIFIED AS NON-EXECUTIVE INDEPENDENT DIRECTOR.**

#### **EXPLANATION:**

In this resolution the Board of Directors proposes to the Shareholders’ Meeting the appointment of Ms. Deborah Kerr as a director, classified as non-executive independent director, upon proposal from the Nominations Committee.

- Professional profile and biographical data of Ms. Deborah Kerr:

*Key areas of experience:* technology, digital, marketing, operations, software and services, general management.

*Current external appointments:* Director, NetApp, Inc. Director, Chico’s FAS, Inc. Director, ExlService Holdings, Inc. Senior Advisor, Warburg Pincus.

*Previous relevant experience:* Executive Vice President, Chief Product and Technology Officer, SABRE Corporation 2013-2017. Director, DH Corporation 2013-2017. Director, Mitchell International, Inc. 2009-2013. Executive Vice President, Chief Product and Technology Officer, FICO, 2009-2012. Vice President and Chief Technology Officer, HP Enterprise Services 2007-2009. Vice President Business Technology Optimization, Hewlett-

Packard Software 2005-2007. Senior Vice President Product Delivery, Peregrine Systems 1998-2005. Prior senior leadership roles with NASA's Jet Propulsion Laboratory, including Mission Operations Manager, US Space VLBI, Nasa Jet Propulsion Laboratory 1988-1998.

- Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company held by the director:

Ms. Deborah Kerr has no shares in the Company.

**PROPOSED RESOLUTION:**

**RESOLUTION 5.1)**

*“To appoint Ms. Deborah Kerr as a director for the bylaw mandated one-year term, upon proposal from the Nominations Committee, with the status of non-executive independent director.”*

\* \* \*

**6.- RESOLUTIONS ON DIRECTORS' REMUNERATION.**

**a) CONSULTATIVE VOTE ON THE 2017 ANNUAL REPORT ON DIRECTORS' REMUNERATION.**

**EXPLANATION:**

Detailed information regarding directors' remuneration is set out in the 2017 annual directors' remuneration report prepared in accordance with the form approved by Circular 7/2015 of the Spanish National Securities Market Commission.

In accordance with Article 541 of the Companies Law, the Board of Directors must submit the 2017 annual directors' remuneration report to shareholders for a consultative vote.

**PROPOSED RESOLUTION:**

**RESOLUTION 6.a)**

*“To approve, on a consultative basis, the 2017 annual report on the remuneration of the directors of International Consolidated Airlines Group, S.A.”*

**b) APPROVAL OF THE DIRECTORS' REMUNERATION POLICY.**

**EXPLANATION:**

The Board of Directors submits to the binding vote of the Shareholders' Meeting the remuneration policy of the Company's directors, including the objectives and operation of each element of pay and how they are linked to the business strategy, the context in which decisions for this policy were made, and service contract details.

***Criteria used to establish the company's remuneration policy***

The Company's remuneration policy for the executive directors is to provide total remuneration packages which are linked to the business strategy, are competitive, and take into account each individual's performance of their role in the Company's work. The Remuneration Committee is updated on pay and conditions of the employees within the Group, and takes this into account when considering the executive directors' remuneration.

Fees for non-executive IAG directors are set with reference to market positioning. To acknowledge key roles at Board level, fees are set separately for certain the Chairman, the Senior Independent Director and also to the chairs of the different Board committees. Non-executive director fees will take into account external

market conditions to ensure it is possible to attract and retain the necessary talent.

***Process for determining the remuneration policy***

The Remuneration Committee's composition, competencies and operating rules are regulated by article 31 of the Board of Directors' Regulations. A copy of these Regulations is available on the Company's website.

The Remuneration Committee has the following powers to report, advise and propose:

- (i) To propose to the Board of Directors the system and amount of the annual remuneration for directors, as well as the individual remuneration of the executive directors and the other terms of their contracts.
- (ii) To report to the Board of Directors on the contractual terms on termination for the senior executives, including executive directors, and to ensure that any payments made are fair to the individual and the Company, that failure is not rewarded and the duty to mitigate loss is fully recognised.
- (iii) To report to the Board of Directors on the senior executive remuneration policy and the basic terms of their contracts.
- (iv) To report on incentive plans and pension arrangements.
- (v) To periodically review the remuneration policy for directors and senior executives, taking into account their suitability and performance and how they reflect and support the Company strategy. When considering the remuneration policy, to review and have regard to the remuneration trends and to employees' pay and conditions in the Group. And also to obtain reliable, up-to-date information about remuneration in other companies. To help fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary.
- (vi) To monitor compliance with the Company's remuneration.
- (vii) To ensure that the disclosure requirements of the Spanish and the United Kingdom listing rules, any other applicable listing rules, the law or regulation and relevant stock exchanges are fulfilled, including the annual report on directors' remuneration.
- (viii) To verify the information on directors' and executives' remuneration contained in the different corporate documents, including the annual report on directors' remuneration.

Beyond executive directors, the Committee oversees the general application of the



remuneration policy to the IAG Management Committee (and also remuneration matters of senior managers generally across the Group).

According to article 31 of the Board Regulations, the Committee shall be made up of no less than three and no more than five non-executive directors appointed by the Board, with the dedication, capacity and experience necessary to carry out their function. A majority of the members of the Committee shall be Independent directors.

Dame Marjorie Scardino is Chairman of the Committee. For 2017 all members were considered independent non-executive directors of the Company and none of the members has any personal financial interest, other than as a shareholder, in the matters to be considered by the Committee.

The Committee appointed Deloitte as its external advisers in September 2016. Deloitte reports directly to the Committee. The fees paid to Deloitte for advice provided to the Committee during 2017 were €49,280, charged on a time and materials basis. Deloitte is a member of the Remuneration Consultants Group and a signatory to the voluntary UK Code of Conduct. As well as advising the Remuneration Committee, other Deloitte teams provided advice in relation to remuneration, pensions, global employment programmes, data governance, internal audit and tax to the Group in 2017. The Committee has reviewed the remuneration advice provided by Deloitte during the year and is comfortable that it has been objective and independent.

The Company obtained high level headline remuneration survey data from a variety of sources. During the year, the CEO of IAG provided regular briefings to the Committee apart from when his own remuneration was being discussed.

**PROPOSED RESOLUTION:**

**RESOLUTION 6.b)**

*“To approve, on a binding basis, the remuneration policy for the directors of International Consolidated Airlines Group, S.A.”*

**7.- APPROVAL OF THE ALLOTMENT OF A MAXIMUM NUMBER OF SHARES OF THE COMPANY FOR SHARE AWARDS (INCLUDING THE AWARDS TO EXECUTIVE DIRECTORS) UNDER THE IAG PERFORMANCE SHARE PLAN (PSP) AND THE IAG INCENTIVE AWARD DEFERRAL PLAN (IADP), IN RELATION TO THE 2019, 2020 AND 2021 FINANCIAL YEARS.**

**EXPLANATION:**

The Company operates two main share incentive plans: the Performance Share Plan (PSP) and the Incentive Award Deferral Plan (IADP) (the ‘Share Plans’). Further details of the Share Plans are set out in the directors’ remuneration policy and in the annual directors’ remuneration report.

This proposal is brought to renew the authorisation granted in accordance with article 219 of the Companies Act (*Ley de Sociedades de Capital*) and article 37.4 of the Company’s By-laws for the Company’s Share Plans and particularly regarding the maximum number of shares that may be assigned each year under these plans. It is not intended to make any changes to the Share Plans or to introduce any new plans at this time.

At the Shareholder Meeting in 2015 approval was sought to allot up to 67,500,000 ordinary shares (of which up to a maximum of 7,650,000 ordinary shares could be allocated to executive directors) under the Share Plans for 2015, 2016, 2017 and 2018 financial years. That authorisation will expire at 31 December 2018, therefore a renewed authorisation is being sought at the Shareholders’ Meeting in accordance with Spanish law.

The authorisation will allow for a maximum of 45,000,000 ordinary shares to be allotted for the purposes of the Share Plans, of which a maximum of 5,100,000 ordinary shares may be allotted to executive directors. The authorisation is valid for the 2019, 2020 and 2021 financial years.

The rules of the Share Plans also limit the number of shares which can be issued pursuant to the plans. Not more than five per cent. of share capital can be allotted under the Share Plans (and any other discretionary plans) in any 10 year period. These limits will continue to apply in addition to the limits imposed by the authorisation sought.

**PROPOSED RESOLUTION:**

**RESOLUTION 7**

*“To authorise the allotment of ordinary shares of the Company, each with a par value of 0.50 euros, to the share plans already established (the IAG Performance Share Plan (PSP) and the IAG Incentive Award Deferral Plan (IADP) – together the “Share Plans”) up to the maximum amount of 45,000,000 IAG ordinary shares, of which up to a maximum of 5,100,000 IAG ordinary shares may be allocated to executive directors. Should some or all of these last-mentioned shares not be allocated to the executive directors, they may be allocated to the beneficiaries of the Share Plans.*”

*The authorisation granted pursuant to this resolution shall allow the grant of share awards/options under the Share Plans in relation to 2019, 2020 and 2021 financial years.*

*In order to satisfy awards under the Share Plans, the Company may allocate its treasury shares from time to time or issue new shares when the legal requirements established for such purpose are met or use any other appropriate financial instrument determined by the Company.*

*Subject to the requirements in the rules of the Share Plans for certain amendments to be approved by the Shareholders' Meeting of the Company and within the framework of the directors' remuneration policy approved by the Shareholders' Meeting of the Company, it is agreed to delegate to the Board of Directors, with express powers of sub delegation, so that it may implement, at such time and in the manner it deems appropriate, formalise, modify and execute the Share Plans, adopting all such resolutions and signing all such documents, public or private, as may be necessary or advisable to ensure the full effectiveness thereof, with the power to correct, rectify, amend or supplement, and in general, so that it may adopt all such resolutions and perform all such steps as may be necessary or merely appropriate for the successful implementation and operation of the Share Plans, including, without limitation, the following powers:*

- a) to establish the specific conditions of the Share Plans and of the grant and exercise of the share awards/options, including the approval or modification of the rules of the Share Plans, the determination of the beneficiaries of each Share Plan, the conditions for grant or exercise of the share awards (including the exercise price, as the case may be, of the share awards/options, the vesting periods of the share awards and the reference value of the shares) and the verification of their fulfilment, the rights linked to the status of beneficiary, the consequences of loss of the status of employee, executive or executive director of the Company or its group or of a change in control, to establish the cases of early settlement, etc.;*
- b) to draft, sign and submit all such supplementary documentation and communications as may be necessary or appropriate to any public or private body or to the beneficiaries or any other party for the purposes of the implementation and execution of the Share Plans, for the grant of the share awards/options and delivery of the shares, including, where necessary, the corresponding prior communications and prospectuses;*
- c) to perform any step or formality or make any declaration before any body, entity or registry, public or private, in order to obtain any authorisation or verification required for the grant of the share awards/options and the delivery of the shares;*
- d) to negotiate, agree on and execute counterparty and liquidity contracts with the financial institutions it freely determines, on the terms and conditions as required, for the purposes of covering the Share Plans;*
- e) to adapt the content of the Share Plans to the corporate transactions or*

*circumstances that may arise during their validity, on the terms it deems appropriate and, to the extent that the legal regime applicable to some of the beneficiaries so requires or advises, or it is necessary for legal, regulatory, operating or analogous reasons, to adapt the generally established conditions;*

- f) to draft and publish all such notices as may be necessary or appropriate;*
- g) to draft, sign, execute and, as required, certify any type of document relating to the Share Plans;*
- h) and, in general, to perform all such steps and execute all such documents as may be necessary or appropriate to ensure the full validity and effectiveness of the establishment, implementation, operation, execution, settlement and successful outcome of the Share Plans and of the resolutions previously adopted.”*

\* \* \*

**8.- AUTHORISATION, FOR A TERM ENDING AT NEXT YEAR'S ANNUAL SHAREHOLDERS' MEETING (OR, IF EARLIER, FIFTEEN MONTHS FROM THE DATE OF PASSING OF THIS RESOLUTION), FOR THE DERIVATIVE ACQUISITION OF THE COMPANY'S OWN SHARES BY THE COMPANY ITSELF AND/OR BY ITS SUBSIDIARIES, UPON THE TERMS PROVIDED BY APPLICABLE LAW AND SUBJECT TO THE FOLLOWING CONDITIONS: (A) THE MAXIMUM AGGREGATE NUMBER OF SHARES WHICH ARE AUTHORISED TO BE PURCHASED SHALL BE THE LOWER OF THE MAXIMUM AMOUNT PERMITTED BY THE LAW AND SUCH NUMBER AS REPRESENTS TEN PER CENT. OF THE AGGREGATE NOMINAL AMOUNT OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION; (B) THE MINIMUM PRICE WHICH MAY BE PAID FOR A SHARE IS ZERO; (C) THE MAXIMUM PRICE WHICH MAY BE PAID FOR A SHARE IS THE HIGHEST OF: (I) AN AMOUNT EQUAL TO FIVE PER CENT. ABOVE THE AVERAGE OF THE MIDDLE MARKET QUOTATIONS FOR THE SHARES AS TAKEN FROM THE RELEVANT STOCK EXCHANGE FOR THE FIVE BUSINESS DAYS IMMEDIATELY PRECEDING THE DAY ON WHICH THE TRANSACTION IS PERFORMED; AND (II) THE HIGHER OF THE PRICE OF THE LAST INDEPENDENT TRADE AND THE HIGHEST CURRENT INDEPENDENT BID ON THE TRADING VENUES WHERE THE TRANSACTION IS CARRIED OUT AT THE RELEVANT TIME; IN EACH CASE, EXCLUSIVE OF EXPENSES.**

**EXPLANATION:**

Under the Companies Law, shareholders' approval is required for the Company to purchase its own shares, directly or indirectly through its subsidiaries. This resolution grants authority for the Company to make market purchases of its own shares up to a maximum of shares representing ten per cent. of the share capital of the Company. Once purchased by the Company, ordinary shares may be held in treasury or cancelled. The minimum price, exclusive of expenses, for a share is zero and the maximum price, also exclusive of expenses, is the highest of: (i) an amount equal to five per cent. above the average of the middle market quotations for the shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which the transaction is performed; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the transaction is carried out at the relevant time.

Other than for market purchases made under the programme for buying back shares to be held in treasury pending the reduction of capital approved by the Board of Directors at its meeting on February 22, 2018 (the "**Buy-back Programme**"), and to cover the execution of share-based remuneration plans or plans linked to the Company's share value, the Company has no intention currently of using the authority under this Resolution 8 and the seeking of this authority should not be taken to imply that shares will be purchased outside of the Buy-back Programme or the execution of the Company's share plans. Apart from for the purposes of the Buy-back Programme, the Company will use this authority only when it is considered to be in the best interests of the Company and of its shareholders generally and could be expected to result in an increase in the earnings per share of the Company.

The Board of Directors considers that it is in the best corporate interest for the Company to have the flexibility to make market purchases of its own shares.

Save for the shares acquired under the Buy-back Programme, which will be cancelled, the shares acquired pursuant to this authorisation may be delivered directly to the employees or executive directors of the Company or its subsidiaries or as a result of the exercise of option rights held thereby.

As at May 2, 2018, the Company has issued options outstanding over 15,142,237 shares, representing 0.7 per cent of the Company's share capital (excluding current treasury shares). If the existing authority now being sought by Resolution 8 were to be fully used, the shares would represent 0.8 per cent of the Company's share capital (excluding treasury shares).

The authority will expire once fifteen months have elapsed from the date of the passing of this resolution or of the conclusion of the annual Shareholders' Meeting of the Company held in 2019, whichever is earlier.

#### **PROPOSED RESOLUTION:**

#### **RESOLUTION 8**

*“To authorise the derivative acquisition of shares of International Consolidated Airlines Group, S.A. within the scope of Article 146 of the Companies Law (Ley de Sociedades de Capital), complying with the applicable legislation and subject to the following conditions:*

- (i) The acquisitions may be made directly by International Consolidated Airlines Group, S.A. or indirectly through its subsidiaries, on the same terms resulting from this resolution.*
- (ii) The acquisitions shall be made through purchase and sale, exchange or any other transaction permitted by the law.*
- (iii) The maximum aggregate number of shares which are authorised to be purchased is the lower of the maximum amount permitted by the law and the number as represents ten per cent. of the share capital as at the date of passing this resolution.*
- (iv) The minimum price which may be paid for a share is zero;*
- (v) The maximum price which may be paid for a share is the highest of:*
  - a) an amount equal to five per cent. above the average of the middle market quotations for the shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which the transaction is performed; and*

b) *the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the transaction is carried out at the relevant time;*

*in each case, exclusive of expenses.*

(vi) *The authorisation is granted for a term ending at next year's annual Shareholders' Meeting (or if earlier, fifteen months from the date of passing of this resolution).*

*For the purposes of Article 146 of the Companies Law, it is expressly stated that the shares acquired pursuant to this authorisation may be delivered directly to the employees or directors of the Company or its subsidiaries or as a result of the exercise of option rights held thereby."*

\* \* \*

**9.- AUTHORISATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, FOR A TERM ENDING AT NEXT YEAR'S ANNUAL SHAREHOLDERS' MEETING (OR, IF EARLIER, FIFTEEN MONTHS FROM THE DATE OF PASSING OF THIS RESOLUTION), TO INCREASE THE SHARE CAPITAL PURSUANT TO THE PROVISIONS OF ARTICLE 297.1.B) OF THE COMPANIES LAW, BY UP TO (A) ONE-THIRD OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION (SUCH AMOUNT TO BE REDUCED BY THE AMOUNT THAT THE SHARE CAPITAL HAS BEEN INCREASED BY AND THE MAXIMUM AMOUNT THAT THE SHARE CAPITAL MAY NEED TO BE INCREASED ON THE CONVERSION OR EXCHANGE OF ANY SECURITIES ISSUED UNDER PARAGRAPH (A) OF RESOLUTION 10); AND (B) UP TO A FURTHER ONE-SIXTH OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION IN CONNECTION WITH AN OFFER BY WAY OF A RIGHTS ISSUE IN ACCORDANCE WITH THE LISTING RULES MADE UNDER PART IV OF THE UNITED KINGDOM FINANCIAL SERVICES AND MARKETS ACT 2000 (SUCH AMOUNT TO BE REDUCED BY THE AMOUNT THAT THE SHARE CAPITAL HAS BEEN INCREASED BY AND THE MAXIMUM AMOUNT THAT THE SHARE CAPITAL MAY NEED TO BE INCREASED ON THE CONVERSION OR EXCHANGE OF ANY SECURITIES ISSUED UNDER PARAGRAPH (B) OF RESOLUTION 10).**

**EXPLANATION:**

Under the Companies Law, shareholders' approval is required to grant the directors the authority to increase the share capital of the Company by issuing new shares against cash contributions.

The authority in this resolution will allow the Board of Directors to allot new shares up to one-third of the share capital of the Company as at the date of the passing of this resolution (that, at the date of approval of this proposal by the Board of Directors, would represent a total of 685,996,431 shares with a nominal value of 0.50 euro each) and in the case of a rights issue in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000 a further one sixth of the aggregate nominal amount of the Company's issued ordinary share capital as at the date of the passing of this resolution (that, at the date of approval of this proposal by the Board of Directors, would represent a total of 342,998,215 shares with a nominal value of 0.50 euro each). The amount of shares which may be issued under this resolution will be reduced by the number of shares which are issued and the maximum number of new shares which may be required to be issued for the purposes of the conversion or exchange of any securities issued under Resolution 10 (if passed).

Pursuant to the provisions of the Companies Law, the shareholders shall have a pre-emptive right to subscribe to any new shares issued under this authorisation, unless such pre-emptive right is excluded on the terms and subject to the limits established in Resolution 11 (if passed).

There are no present plans to use this authority to issue new shares under this Resolution 9. However, the Board of Directors considers it appropriate to have the maximum flexibility permitted by the applicable legislation and corporate governance practices in



order to respond to market developments and to enable allotments to take place, should it determine it appropriate to do so without the need to incur the cost and delay of a Shareholders' Meeting of the Company to seek specific authority for an allotment. The Company, at the date of approval of this proposal by the Board of Directors, has 8,861,372 treasury shares.

The authority will expire once fifteen months have elapsed from the date of the passing of this resolution or of the conclusion of the Annual Shareholders' Meeting of the Company held in 2019, whichever is earlier.

The Board of Directors has issued a report in order to justify this proposed resolution in accordance with the provisions of Articles 285, 296.1, 297.1.b) and 506 of the Companies Law.

#### **PROPOSED RESOLUTION:**

#### **RESOLUTION 9**

*“To authorise the Board of Directors, to the fullest extent required under applicable law, with express power of substitution, and in accordance with Article 297.1.b) of the Companies Law (Ley de Sociedades de Capital), to increase the share capital of the Company on one or more occasions and when required, through the issuance and placement into circulation of new shares (with or without a premium) the consideration for which shall be cash contributions, under the following terms:*

*1.- Term of the authorisation.- The capital increases subject to this authorisation may be done within a term ending at next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution).*

*2.- Maximum amount authorised.- The aggregate maximum amount of the issuance or issuances of ordinary shares shall be:*

- a) one-third of the share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph a) of section 3 of Resolution 10); and*
- b) a further one-sixth of the share capital as at the date of passing this resolution in connection with an offer by way of a rights issue (such amount to be reduced by the amount that the share capital has been increased by and the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under paragraph b) of section 3 of Resolution 10).*

*For the purposes of this resolution, a “rights issue” means an offer to existing ordinary shareholders to subscribe or purchase further securities in proportion to*

*their ordinary shareholdings (as near as may be practicable, but subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter) made (i) by means of the issue of pre-emption rights represented by securities decoupled from the ordinary shares to which they relate and which may be separately traded for a period before payment for the subscription or purchase is due, and (ii) in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000.*

*3.- Scope of the authorisation.- The Board of Directors may establish, as to all matters not otherwise contemplated, the terms and conditions of the share capital increase and may also freely offer the new shares that are not subscribed for within the period or periods for the exercise of pre-emptive rights. The Board of Directors may also resolve that, in the event of incomplete subscription, the share capital shall be increased only by the amount of the subscriptions made and amend the article of the bylaws relating to share capital and number of shares.*

*4.- Admission to listing.- The Company shall, when appropriate, apply for listing on regulated markets, multilateral trading systems or other secondary markets, organised or otherwise, official or unofficial, Spanish or foreign, of the shares issued under this authorisation and the Board of Directors shall be authorised to carry out all acts and formalities that may be required for admission to listing with the appropriate authorities of the various Spanish or foreign securities markets.*

*5.- Power of delegation.- The Board of Directors is expressly authorised to delegate the powers delegated thereto under this resolution, as permitted by Article 249 bis l) of the Companies Law.”*

\* \* \*

**10.- AUTHORISATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, FOR A TERM ENDING AT NEXT YEAR'S ANNUAL SHAREHOLDERS' MEETING (OR, IF EARLIER, FIFTEEN MONTHS FROM THE DATE OF PASSING OF THIS RESOLUTION), TO ISSUE SECURITIES (INCLUDING WARRANTS) CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR SHARES OF THE COMPANY, UP TO A MAXIMUM LIMIT OF 1,500,000,000 EUROS OR THE EQUIVALENT THEREOF IN ANOTHER CURRENCY, PROVIDED THAT THE AGGREGATE SHARE CAPITAL THAT MAY NEED TO BE INCREASED ON THE CONVERSION OR EXCHANGE OF ALL SUCH SECURITIES MAY NOT BE HIGHER THAN: (A) ONE-THIRD OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION (SUCH AMOUNT TO BE REDUCED BY THE AMOUNT THAT THE SHARE CAPITAL HAS BEEN INCREASED UNDER PARAGRAPH (A) OF RESOLUTION 9); AND (B) A FURTHER ONE-SIXTH OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION IN CONNECTION WITH AN OFFER BY WAY OF A RIGHTS ISSUE IN ACCORDANCE WITH THE LISTING RULES MADE UNDER PART IV OF THE UNITED KINGDOM FINANCIAL SERVICES AND MARKETS ACT 2000 (SUCH AMOUNT TO BE REDUCED BY THE AMOUNT THAT THE SHARE CAPITAL HAS BEEN INCREASED UNDER PARAGRAPH (B) OF RESOLUTION 9). ESTABLISHMENT OF THE CRITERIA FOR DETERMINING THE BASIS FOR AND TERMS AND CONDITIONS APPLICABLE TO THE CONVERSION OR EXCHANGE. AUTHORISATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, TO DEVELOP THE BASIS FOR AND TERMS AND CONDITIONS APPLICABLE TO THE CONVERSION OR EXCHANGE OF SUCH SECURITIES, AS WELL AS TO INCREASE THE SHARE CAPITAL BY THE REQUIRED AMOUNT ON THE CONVERSION.**

**EXPLANATION:**

The authority in this resolution will allow the directors to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company, up to a maximum limit of 1,500,000,000 euros or the equivalent thereof in another currency, and the nominal value of the shares which may be issued on the conversion or exchange of all such securities may not be higher than one-third of the share capital as at the date of the passing of this resolution (that, at the date of approval of this proposal by the Board of Directors, would represent a total of 685,996,431 shares with a nominal value of 0.50 euro each) and in the case of a rights issue in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000 a further one sixth of the share capital as at the date of the passing of this resolution (that, at the date of approval of this proposal by the Board of Directors, would represent a total of 342,998,215 shares with a nominal value of 0.50 euro each). The amount of shares which may be issued in accordance with the conversion or exchange of such securities will be reduced by the number of new shares issued under Resolution 9 (if passed).

Pursuant to the provisions of the Companies Law, the shareholders shall have a pre-emptive right to subscribe any new convertible securities issued under this authorisation, unless such pre-emptive right is excluded on the terms and subject to the limits established in Resolution 11 below (if passed).

There are no present plans to use this authority to issue securities convertible into and/or exchangeable for shares under this Resolution 10. However, the Board of Directors considers it appropriate to retain the ability to respond to market developments and to be able to issue securities (including warrants) convertible into and/or exchangeable for shares of the Company, without the need to incur the cost and delay of a Shareholders' Meeting of the Company to seek specific authority to do so.

The authority will expire once fifteen months have elapsed from the date of the passing of this resolution or of the conclusion of the Annual Shareholders' Meeting of the Company held in 2019, whichever is earlier.

The Board of Directors has issued a report in order to justify this proposed resolution in accordance with the provisions of Articles 286, 297 and 511 of the Companies Law.

#### **PROPOSED RESOLUTION:**

#### **RESOLUTION 10**

*“To authorise the Board of Directors, with the express power of substitution, pursuant to the general provisions governing the issuance of debentures and the provisions of Articles 286, 297 and 511 of the Companies Law (Ley de Sociedades de Capital) and Article 319 of the Regulations of the Mercantile Registry (Reglamento del Registro Mercantil), to issue securities under the following terms:*

*1.- Securities to be issued.- The securities contemplated in this authorisation may be debentures, bonds and other debt securities that are exchangeable for shares of the Company and/or convertible into shares of the Company, as well as warrants (options to subscribe for new shares of the Company or to acquire existing shares of the Company).*

*2.- Term of the authorisation.- The securities subject to this authorisation may be issued on one or more occasions and when required, within the term ending at next year's annual Shareholders' Meeting (or, if earlier, fifteen months from the date of passing of this resolution).*

*3.- Maximum amount authorised.- The maximum aggregate nominal amount of the issuance or issuances of securities approved under this delegation shall be 1,500,000,000 euros or the equivalent thereof in another currency, provided that the aggregate share capital that may need to be increased on the conversion or exchange of all such securities may not be higher than:*

- a) one-third of the share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased under paragraph a) of section 2 of Resolution 9); and*
- b) a further one-sixth of the share capital as at the date of passing this resolution in connection with an offer by way of a rights issue (such amount to be reduced by the*

amount that the share capital has been increased under paragraph b) of section 2 of Resolution 9).

For the purposes of this resolution, a “rights issue” means an offer to existing ordinary shareholders to subscribe or purchase further securities in proportion to their ordinary shareholdings (as near as may be practicable, but subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter) made (i) by means of the issue of pre-emption rights represented by securities decoupled from the ordinary shares to which they relate and which may be separately traded for a period before payment for the subscription or purchase is due, and (ii) in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000.

4.- Scope of authorisation.- This authorisation extends as broadly as is required under law, to the establishment of the various terms and conditions of each issuance. By way of example and not of limitation, the Board of Directors shall be authorised to do the following with respect to each issuance: determine the amount thereof, always within the aforementioned overall quantitative limit; the place of issuance (in Spain or abroad); the domestic or foreign currency, and in the case of a foreign currency, its equivalence in euros; the name or form of the securities, whether they be bonds or debentures, including subordinated debentures, warrants (which may in turn be settled by means of the physical delivery of the shares or, if applicable, through the payment of differences in price), or any other name or form permitted by law; the date or dates of issuance; the number of securities and the par value thereof, which, in the case of convertible and/or exchangeable bonds or debentures, shall not be less than the par value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price (which may be fixed or variable) and the procedure, period and other terms and conditions applicable to the exercise of the right to subscribe for the underlying shares or, if applicable, the exclusion of such right; the interest rate (whether fixed or variable), and the dates and procedures for payment of the coupon; whether the issuance is perpetual or subject to repayment and, in the latter case, the repayment period and the maturity date or dates; guarantees, reimbursement rate, premiums and lots; the form of representation, as securities or book entries; anti-dilution provisions; the rules applicable to subscription; the rank of the securities and the subordination clauses, if any; the law applicable to the issuance; the power to make application, where appropriate, for the listing of the securities to be issued on Spanish or foreign, official or unofficial, organised or other secondary markets, subject to the requirements established by applicable regulations in each case; and, in general, any other terms of the issuance as well as, if applicable, the appointment of the security-holders’ syndicate representative (comisario) and the approval of the basic rules that are to govern the legal relationships between the Company and the syndicate of holders of the securities to be issued, in the event that such syndicate must or is decided to be created.

5.- Basis for and terms and conditions applicable to the conversion and/or exchange.- In the case of issuance of convertible and/or exchangeable debentures or bonds, and for purposes of determining the basis for and terms and conditions applicable to the conversion and/or exchange, it is resolved to establish the following criteria:

- a) *The securities issued pursuant to this resolution shall be convertible into shares of the Company and/or exchangeable into shares of the Company, in accordance with a fixed or variable conversion and/or exchange ratio determined or to be determined, with the Board of Directors being authorised to decide whether they are convertible and/or exchangeable, as well as to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and if voluntarily, at the option of the holder thereof and/or of the Company, at the intervals and during the period established in the resolution providing for the issuance.*
- b) *In the event that the issuance is convertible and exchangeable, the Board may also provide that the issuer reserves the right at any time to elect between conversion into new shares or the exchange thereof for outstanding shares of the Company, with the nature of the shares to be delivered being determined at the time of conversion or exchange, and may also elect to deliver a combination of newly-issued shares and existing shares of the Company and even to settle the difference in cash.*
- c) *For purposes of the conversion and/or exchange, the securities shall be valued at the nominal amount thereof (including, should it be the case, accrued and not paid interests), and the shares at the fixed exchange ratio established in the resolution of the Board of Directors whereby this authorisation is exercised, or at a variable ratio to be determined on the date or dates specified in such resolution of the Board, based on the listing price of the Company's shares on the date(s) or during the period(s) used as a reference in such resolution, at a premium or at a discount, provided, however, that if a discount is established on the price per share, it shall not be greater than twenty five per cent. of the value of the shares used as a reference value as set forth above.*
- d) *In no event may the value of the share for purposes of the ratio for conversion of debentures into shares be less than the par value thereof. In addition, pursuant to the provisions of Article 415 of the Companies Law, debentures may not be converted into shares when the nominal value of the former is less than the par value of the latter.*

6.- Basis and terms and conditions for the exercise of warrants.- In the case of issuances of warrants, to which the provisions of the Companies Law on convertible debentures shall apply by analogy, the Board of Directors is authorised to determine, in the broadest terms, in connection with the basis for and terms and conditions applicable to the exercise of such warrants, the criteria applicable to the exercise of rights to subscribe for or of rights to acquire shares of the Company arising from the securities of this kind issued under the delegation granted hereby. The criteria set forth in section 5 above shall apply to such issuances, with such adjustments as may be necessary in order to bring them into

compliance with the legal and financial rules governing these kinds of securities.

7.- Other powers delegated.- This authorisation to the Board of Directors also includes, without limitation, the delegation thereto of the following powers:

- a) *The power to increase the share capital to the extent required to attend requests for conversion and/or for exercise of the right to subscribe for new shares. These power may only be exercised so long as the capital increase the Board of Directors approves for the issue of convertible securities or warrants does not exceed the unused limit authorised in each moment by the Shareholders' Meeting in accordance with Article 297.1.b) of the Companies Law. This authorisation to increase the share capital includes the authorisation to issue and float, on one or more occasions, the shares representing such capital that are necessary to carry out the conversion and/or to exercise the right to subscribe for new shares, as well as the power to amend the article of the bylaws relating to the amount of the share capital and the number of shares and, if appropriate, to cancel the portion of such capital increase that was not required for the conversion of shares and/or the exercise of the right to subscribe for new shares.*
- b) *The power to elaborate on and specify the basis for and terms and conditions applicable to the conversion, exchange and/or exercise of the rights to subscribe for and/or acquire shares arising from the securities to be issued, taking into account the criteria set out in sections 5 and 6 above.*
- c) *The delegation to the Board of Directors includes the broadest powers that may be required by law in order to interpret, apply, implement and develop the resolutions providing for the issuance of securities that are convertible into or exchangeable for shares of the Company, on one or more occasions, and to carry out the corresponding capital increase, as well as the power to correct and supplement such resolutions as to all matters that may be necessary and to comply with all legal requirements for the successful implementation thereof. To such end, the Board of Directors may correct any omissions or defects in the aforementioned resolutions that may be identified by any Spanish or foreign authorities, officers or bodies, and may also adopt all such resolutions and execute all such public or private documents as it may deem necessary or appropriate in order to adjust the preceding resolutions for the issuance of convertible or exchangeable securities and the corresponding capital increase to the oral or written assessment of the commercial registrar or, in general, of any other Spanish or foreign competent authorities, officers or entities.*

8.- Admission to trading.- *The Company shall, where appropriate, apply for listing on regulated markets, multilateral trading systems or other secondary markets, organised or otherwise, official or unofficial, Spanish or foreign of the securities issued by the Company under this delegation, and the Board of Directors is authorised, as fully as is required by law, to conduct all acts and formalities that may be necessary for admission to listing before the appropriate authorities of the various Spanish or foreign securities markets.*

9.- Guarantee of issues of convertible and/or exchangeable securities or warrants by subsidiaries.- The Board of Directors is also authorised to guarantee on behalf of the Company, within the limits set forth above, new issuances of convertible and/or exchangeable securities or warrants by subsidiaries during the effective period of this resolution.

10.- Power to delegate.- The Board of Directors is expressly authorised to delegate the powers delegated thereto under this resolution, as permitted by Article 249 bis l) of the Companies Law.”

\* \* \*



**11.- AUTHORISATION TO THE BOARD OF DIRECTORS, WITH THE EXPRESS POWER OF SUBSTITUTION, TO EXCLUDE PRE-EMPTIVE RIGHTS IN CONNECTION WITH THE CAPITAL INCREASES AND THE ISSUANCES OF CONVERTIBLE OR EXCHANGEABLE SECURITIES THAT THE BOARD OF DIRECTORS MAY APPROVE UNDER THE AUTHORITY GIVEN UNDER RESOLUTIONS 9 AND 10 FOR THE PURPOSES OF ALLOTING SHARES OR CONVERTIBLE OR EXCHANGEABLE SECURITIES IN CONNECTION WITH A RIGHTS ISSUE IN ACCORDANCE WITH THE LISTING RULES MADE UNDER PART IV OF THE UNITED KINGDOM FINANCIAL SERVICES AND MARKETS ACT 2000 OR IN ANY OTHER CIRCUMSTANCES SUBJECT TO AN AGGREGATE MAXIMUM NOMINAL AMOUNT OF THE SHARES SO ALLOTTED AND THAT MAY BE ALLOTTED ON CONVERSION OR EXCHANGE OF SUCH SECURITIES OF FIVE PER CENT. OF THE SHARE CAPITAL AS AT THE DATE OF PASSING THIS RESOLUTION.**

**EXPLANATION:**

As indicated above, if the Board of Directors decides to issue new shares or convertible securities, the Companies Law recognises a pre-emptive subscription right to the shareholders, meaning that these shares or securities must be offered first to existing shareholders in proportion to their existing holdings.

In connection with the capital increases and the issuances of convertible or exchangeable securities that the Board may approve under the authority given under Resolution 9 or Resolution 10 (if passed), this resolution delegates power to the Board of Directors to allot new shares or securities which may be converted or exchanged into new ordinary shares either in accordance with a rights issue in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000 or where the value of the shares so allotted and that may be allotted on the conversion or exchange of such securities is up to a nominal amount of five per cent. of the share capital as at the date of the passing of this resolution, (that, at the date of approval of this proposal by the Board of Directors, would represent a total of 102,899,465 shares with a nominal value of 0.50 euro each), without the shares or convertible or exchangeable securities first being offered to existing shareholders in proportion to their existing holdings in this moment.

The Board of Directors intends to adhere to the provisions in the UK Pre-emption Group's Statement of Principles as if they applied to a Spanish incorporated company not to allot shares for cash on a non pre-emptive basis in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company within a rolling three year period without prior explanation to and consultation with shareholders.

The Board of Directors has issued a report in order to justify the proposed resolution in accordance with the provisions of Articles 506 and 511 of the Companies Law.

**PROPOSED RESOLUTION:**

**RESOLUTION 11**

*“To authorise the Board of Directors, with the express power of substitution, to totally or partially exclude the pre-emptive right, as permitted by Article 506 and Article 511 of the Companies Law (Ley de Sociedades de Capital) in connection with issuances of shares or convertible or exchangeable securities that the Board of Directors may approve under the authority given under Resolutions 9 and 10 above provided that the such capital increases and issuances of convertible or exchangeable securities are:*

- a) for the purposes of allotting shares or convertible or exchangeable securities in connection with a rights issue; or*
- b) in any other circumstances, subject to an aggregate maximum nominal amount of the shares so allotted and that may be allotted on conversion or exchange of such securities of five per cent. of the share capital as at the date of passing this Resolution.*

*For the purposes of this resolution, “rights issue” means an offer to existing ordinary shareholders to subscribe or purchase further securities in proportion to their ordinary shareholdings (as near as may be practicable, but subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter) made (i) by means of the issue of pre-emption rights represented by securities decoupled from the ordinary shares to which they relate and which may be separately traded for a period before payment for the subscription or purchase is due, and (ii) in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000.*

*The Board of Directors is expressly authorised to delegate the powers delegated thereto under this resolution, as permitted by Article 249 bis l) of the Companies Law.”*

\* \* \*

**12.- APPROVAL OF A REDUCTION IN SHARE CAPITAL BY MEANS OF THE CANCELLATION OF UP TO 185,000,000 SHARES (9 PER CENT. OF THE SHARE CAPITAL). DELEGATION OF POWERS FOR THE IMPLEMENTATION THEREOF.**

**EXPLANATION:**

At its meeting held on February 22, 2018, the Board of Directors of the Company authorised the implementation of a €500 million share buy-back programme, with the aim of acquiring a maximum number of 185,000,000 shares (9 per cent. of the share capital of the Company) (the “**Buy-back Programme**”).

The purpose of this Buy-back Programme is to reduce the share capital of the Company by cancelling the shares acquired under the programme, subject to the approval of this Shareholders’ Meeting.

Consequently, the maximum amount of the capital reduction proposed to the Shareholders’ Meeting would be 92,500,000 euros, through the cancellation of up to 185,000,000 shares, representing 9 per cent. of the share capital at the time this resolution is passed.

However, pursuant to article 340.3 of the Companies Law, if the Company fails to acquire the maximum number of 185,000,000 shares under the Buy-back Programme, the share capital will be reduced just by the amount corresponding to the shares acquired under the programme.

Accordingly, the final figure of the capital reduction and, consequently, the new wording of the bylaw article establishing the Company’s share capital will be set by the Board of Directors of the Company according to the final number of shares acquired under the Buy-back Programme.

It is placed on record that, as of the date of approval of the call of the Shareholders’ Meeting, the Buy-back Programme has not been launched by the Company.

It is also proposed that the Shareholders’ Meeting authorise the Board of Directors to execute the capital reduction no later than one month after the end of the Buy-back Programme, with authority to establish any terms that are not expressly set forth in this resolution.

## **PROPOSED RESOLUTION:**

### **RESOLUTION 12**

*“To reduce the share capital by way of the cancellation of shares of the Company acquired through the €500 million buy-back programme for the cancellation thereof as authorised by the Board of Directors (the “**Buy-back Programme**”), in the following terms:*

*1.- Amount and form of the capital reduction.- The nominal amount of the capital reduction of the Company will be equal to the number of shares acquired under the Buy-back Programme multiplied by 0.5 euro per share, through the cancellation of such shares, up to a maximum of 92.500.000 euros, corresponding to the nominal value of the maximum number of own shares to be acquired under the Buy-back Programme (185,000,000 ordinary shares each with a nominal value of 0.50 euro).*

*In accordance with the provisions below, the final amount of the capital reduction will be set by the Board of Directors according to the final number of shares acquired within the framework of the Buy-back Programme.*

*2.- Procedure for acquisition of the shares that will be cancelled under the Buy-back Programme.- The shares to be cancelled will be acquired by the Company under the Buy-back Programme, which will terminate no later than the date authorised by the Board of Directors and which will be carried out subject to such terms as to price and volume as are established in article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and in Commission Delegated Regulation (EU) No 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.*

*In accordance with the foregoing, pursuant to article 340.3 of the Companies Law, if the Company fails to acquire the maximum number of 185,000,000 shares, each with a nominal value of 0.5 euro, under the Buy-back Programme, it will be understood that the share capital is reduced by the sum of the amount corresponding to the shares effectively acquired within the framework of the Buy-back Programme.*

*3.- Procedure for the reduction and reserves with a charge to which it is carried out.- Pursuant to the provisions of article 342 of the Companies Law, the capital reduction must be implemented within one month following the expiration of the Buy-back Programme.*

*The capital reduction does not entail a return of contributions to shareholders because the Company itself is the holder of the shares being cancelled, and it will be carried out with a charge to unrestricted reserves by funding a retired capital reserve in an amount equal to the nominal value of the cancelled shares; such reserve may only be used by*

*complying with the same requirements as those applicable to a reduction in share capital, as provided by article 335 c) of the Companies Law.*

*Therefore, in accordance with the provisions of such article, creditors of the Company will not be entitled to assert the right of objection contemplated by article 334 of the Companies Law in connection with the capital reduction.*

*4.- Delegation of powers.- To delegate to the Board of Directors, with express powers of substitution, the powers necessary to implement this resolution, with authority to establish any terms that are not expressly set forth in this resolution or that are a consequence hereof. In particular, and by way of example only, the following powers are delegated to the Board of Directors, with express powers of substitution:*

- a) To modify the maximum number of shares that may be bought back by the Company, within the limits set in this resolution and by law, as well as any other terms and conditions of the Buy-back Programme, all in accordance with the applicable legislation.*
- b) To perform any acts, make any statements, or take any steps that may be required in connection with the public communication of the Buy-back Programme and with the formalities, if any, that must be carried out at Spanish and foreign regulatory agencies and Stock Exchanges; negotiate, agree to, and sign all contracts, agreements, commitments, or instructions that may be necessary or appropriate for the successful completion of the Buy-back Programme and the capital reduction.*
- c) To cause all announcements required by law to be published, acquire the shares under the Buy-back Programme, and, within one month following the expiration of the Buy-back Programme, cancel the shares in accordance with the terms approved herein.*
- d) To declare the approved capital reduction to be completed and implemented, establishing, for such purpose, the final number of shares that must be cancelled and, as a result, the amount by which the share capital of the Company must be reduced in accordance with the rules specified in this resolution.*
- e) To set the final amount of the capital reduction based on the provisions of this resolution and establish any other terms that may be required to implement it, all in accordance with the terms and conditions set forth above.*
- f) To amend the article of the By-Laws setting the share capital such that it reflects the amount of share capital and the number of outstanding shares resulting from the implementation of the capital reduction.*
- g) To take such steps and carry out such formalities as may be required or appropriate and submit such documents as may be necessary to the competent bodies such that, once the shares of the Company have been cancelled and the notarial instrument for*

*the capital reduction has been executed and registered with the Commercial Registry, the cancelled shares are delisted from the relevant stock exchanges and are removed from the corresponding book-entry registers.*

- h) To perform all acts that may be necessary or appropriate to implement and formalise the capital reduction before any Spanish or foreign public or private entities and agencies, including acts for purposes of representation, supplementation, or correction of defects or omissions that might prevent or hinder the full effectiveness of the foregoing resolutions.*

*Pursuant to the provisions of article 249 bis 1) of the Companies Law, the Board of Directors is expressly authorised to further delegate the powers referred to in this resolution.”*

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**13.- DELEGATION OF POWERS TO FORMALISE AND EXECUTE ALL RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THIS SHAREHOLDERS' MEETING, FOR CONVERSION THEREOF INTO A PUBLIC INSTRUMENT, AND FOR THE INTERPRETATION, CORRECTION AND SUPPLEMENTATION THEREOF OR FURTHER ELABORATION THEREON UNTIL THE REQUIRED REGISTRATIONS ARE MADE, IF APPLICABLE.**

**EXPLANATION:**

In this resolution, the Board of Directors requests the delegation of the relevant authorities and powers to execute all the foregoing resolutions according to applicable law.

**PROPOSED RESOLUTION:**

**RESOLUTION 13**

*“Without prejudice to the powers delegated in the preceding resolutions, to confer authority on the Board of Directors, with the express power of substitution, to the Chairman of the Board of Directors, to the Senior Independent Director, to the Chief Executive Officer, to the Secretary of the Board of Directors and to the Deputy Secretary of the Board of Directors, to the fullest extent permitted by law, so that any of them may execute the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, amend, remedy errors or omissions and adapt the aforementioned resolutions according to the verbal or written qualifications of the Mercantile Registry and any competent authorities, civil servants or institutions; (ii) draw up and publish the announcements required by law; (iii) place the aforementioned resolutions on public record and grant any public and/or private documents they deem necessary or advisable for their implementation; (iv) deposit the annual accounts and other mandatory documentation at the Mercantile Registry or in other applicable registries, and (v) engage in any acts that may be necessary or advisable to successfully implement them and, in particular, to have them filed at the Mercantile Registry or in other applicable registries.”*

\* \* \*

Madrid, May 3, 2018