

**REPORT OF THE BOARD OF DIRECTORS ON THE APPOINTMENT BY CO-OPTION  
OF THE INDEPENDENT DIRECTOR MR. ALAIN MINC**

I

At the meeting of the Board of Directors of today, April 24, 2018, Mr. Stéphane Lissner, independent Director, has formalized his resignation, for personal reasons, as Director of the Company.

Under Article 529 duodecies 4 of the Law of Capital Companies, Mr. Lissner was in the category of independent Director.

II

In accordance with the provisions of Article 529 decies of the Capital Companies Act, of Article 33<sup>o</sup> of the Bylaws, and of Article 22 of the Rules of the Board of Directors, *“the members of the Board of Directors of a listed company will be appointed by the General Shareholders’ Meeting, or, when a vacancy is foreseen, by the Board itself, by co-option, without the need for the director appointed by the Board to be a shareholder of the Company”*.

An appointment by co-option has to be ratified by the next General Meeting of the Company.

III

The Appointments and Remuneration Committee, in its meeting of today, evaluated, at the proposal of its Chairman, Mr. Marañón, the professional and biographical profiles of Mr. Alain Minc, the candidate proposed to fill the vacancy resulting from Mr. Lissner’s resignation.

Mr. Alain Minc is a graduate of the Ecole des Mines de Paris and of ENA. After serving as Inspecteur des Finances, he joined Compagnie de Saint-Gobain in 1979, as Chief Financial Officer. In 1986, Mr. Minc became Vice-Chairman of CIR International (Compagnie Industriali Riunite International) and General Manager of Cerus (Compagnies Européennes Réunies) which were the non-Italian affiliates of Benedetti Group. He has been Board member of numerous companies and the Chairman of the Supervisory Board of Le Monde, the leading French newspaper (19/12/94 to 11/02/2008). Today he is Chairman of AM Conseil and Sanef, and he is also Director, Chairman of the Audit Committee and Member of the Remuneration Committee of CaixaBank. He is Commandeur de la Légion d’Honneur (France); Commander of the British Empire; Grand Cross of the Order of Civil Merit

(Spain). Alain Minc wrote more than 30 books on different subjects (economics, history, social and politics, among others).

#### IV

The Appointments and Remuneration Committee decided that Mr. Minc:

- i) fulfils the requirements of the Law and of the Company's Policy on the Selection of Directors of 19th December 2017, (knowledge, professional experience, recognized soundness and competence, responsibility for the exercise of their office, and absence of conflicts of interest) for appointment as a Director;
- ii) is not involved in any case involving prohibition or incompatibility under the Law or under the Company's Policy on the Selection of Directors; and
- iii) fulfils the legal and statutory requirements for inclusion in the category of independent director.

Therefore, the Appointments and Remuneration Committee unanimously proposed to the Board, to fill the vacancy resulting from the resignation of Mr. Stéphane Lissner, the appointment, by co-option, of Mr. Alain Minc as an independent Director, for the statutory period of four years, subject to ratification by the next General Meeting of the Company.

#### V

Mr. Minc will serve in the capacity of independent Director, in accordance with Article 529 duodecies 4 of the Capital Companies Act, Article 7.1.3 of the Rules of the Board of Directors of 26th January 2016, and Article 4.1 c) of the Company's Policy on the Selection of Directors, of 19th December 2017.

#### VI

In view of the foregoing, the Board of Directors unanimously considered that Mr. Alain Minc possesses the appropriate ability, experience and merits, and fulfils the conditions, to be appointed by co-option as an independent Director of the Company, and to adequately perform the duties of a Director. It therefore appointed, by co-option, Mr. Alain Minc as an independent director for the statutory period of four years, subject to ratification by the next General Meeting of the Company.

This report was unanimously approved by the Board of Directors, in accordance with Article 529 decies 5 of the Capital Companies Act, and will be attached to the minutes of the Board Meeting which formalised the appointment.

Leganés, 24<sup>th</sup> April 2018.

The Board Secretary,

Rafael de Juan López