



**TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION (CNMV)**

**NOTIFICATION OF A SIGNIFICANT EVENT**

For the purpose of article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse and section 228 of Spanish Royal Legislative Decree 4/2015, of 23 October, approving the revised text of the Spanish Securities Market Act (*Ley del Mercado de Valores*), VIDRALA, S.A. (the "**Company**") publicises that the Company's Board of Directors has agreed to call an Annual General Meeting to be held at **12 PM** on **28 May 2019** on first call and, where applicable, on the following day at the same time on second call, in Llodio, Álava, at its registered office at Barrio Munegazo, 22.

The call notice — including the agenda for the meeting —, motions and Directors' Reports are attached to this notification.

Llodio, 25 April 2019

José Ramón Bercívar Mutiozábal  
Secretary of the Board



## VIDRALA, S.A.

### 2019 Annual General Meeting Notice

By resolution of the Board of Directors of Vidrala, S.A. (the "**Company**") the Annual General Meeting of the Company is called to be held at **12 PM** on **28 May 2019** on first call and, where applicable, on the following day at the same time on second call, in Llodio, Álava, at its registered office at Barrio Munegazo, 22, to deliberate and decide on the matters contained in the following agenda:

- 1.- *Review and approval, where appropriate, of the financial statements of Vidrala, S.A. and the financial statements of its consolidated group for 2018.*
- 2.- *Approval of the management of the Board of Directors*
- 3.- *Approval of the proposed distribution of profit for the year ended 31 December 2018.*
- 4.- *Review and approval of the consolidated statement of non-financial information of Vidrala S.A. and its subsidiaries for 2018.*
- 5.- *Authorise the Board of Directors to derivatively acquire treasury shares, directly or through group companies in accordance with sections 146 and 509 of the Spanish Spanish Companies' Law ("Ley de Sociedades de Capital"), invalidating the authorisation granted by the General Meeting held on 29 May 2018; share capital reduction to, where applicable, retire treasury shares, delegating to the Board the powers necessary for such a reduction to be carried out.*
- 6.- *Increase the share capital by a definable amount according to the terms of the resolution, through the issue of new ordinary shares of one euro and two cents (€1.02) par value each, without a share premium, all of the same class and series that are currently outstanding, with a charge to unrestricted reserves, in order to freely assign them to the Company's shareholders, in the proportion of one (1) new share for every TWENTY (20) existing Company shares. Delegation of powers to the Board of Directors, with express powers of substitution, for the purpose of carrying out the share capital increase — in full or in part, within the limits of this resolution — and subsequent amendment of article 5 of the Articles of Association, requesting the admission to listing of the resulting shares on the Spanish stock market interconnection system (SIBE) and the Bilbao and Madrid Stock Markets.*
- 7.- *In accordance with article 26.1 of the Articles of Association, determination of the number of directors and subsequent appointment of Mr Fernando Gumuzio Iñíguez de Onzoño as a new Board member as an independent director.*
- 8.- *Re-election, after completion of the period of his appointment, of Mr Ramón Delclaux de la Sota as a Board member as a proprietary director.*
- 9.- *Re-election, after completion of the period of its appointment, of NORONHA GALLO SGPS, S.A. as a member of the Company's Board of Directors as a proprietary director.*
- 10.- *Annual Report on the Remuneration of Directors of Vidrala S.A. for submission to the General Meeting for an advisory vote.*
- 11.- *Information related to the amendments made to the Company's Board Regulations.*

12.- *Delegation of powers for the implementation of the aforementioned resolutions.*

13.- *Approval of the minutes of the meeting.*

**Right to Include Agenda Items.** In accordance with section 519 of the Spanish Companies' Law ("Ley de Sociedades de Capital"), shareholders that represent, at least three (3%) percent of the share capital may request the publication of a supplement to the meeting notice for the General Meeting, with one or more additional Agenda items.

To exercise this right, a notification must be duly issued — for the attention of the Secretary of the Board — which must be received at the registered office within five (5) days of publication of this meeting notice, and must expressly (a) request that a supplement to this meeting notice be published with one or more additional Agenda items, provided that the new items are accompanied by a justification or, where applicable, a justified motion; and (b) present well-founded motions in accordance with items already included or that should be included on the Agenda.

The notice will include the name or company name of the petitioning shareholder or shareholders and will be accompanied by the appropriate documentation — a copy of the attendance card or certificate of authorisation – accrediting their status as shareholders, for the purpose of comparing this information to that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR).

The supplement to the meeting call will be published at least fifteen (15) days prior to the date on which the General Meeting is to be held on first call.

**Right of Attendance.** Holders of shares registered in the corresponding accounting register at least five (5) days prior to the day on which the General Meeting is to be held will be entitled to attend. The aforementioned circumstance must be verified through the appropriate attendance card or certificate of authorisation issued by the entity or entities in charge of keeping the book-entry register or in any other manner permitted by current legislation.

**Right to Information.** Shareholders are entitled to review — either at the registered office, located at Barrio Munegazo, 22, Llodio, Álava or on the Company's web page (<http://www.vidrala.com>) — the documents mentioned below, and are entitled to have a copy thereof delivered or sent to them at zero cost:

- 1.- Complete text of the motions corresponding to the Agenda items submitted to the Board of Directors, together with the directors' report in relation to points five through nine of the Agenda.
- 2.- Complete text of the financial statements (balance sheet, income statement, notes to the financial statements, statement of changes in equity and statement of cash flows) and the Directors' Report of the Company and its Consolidated Group for 2018, as well as the respective Auditors' Reports.
- 3.- Consolidated statement of non-financial information for 2018.
- 4.- Annual Corporate Governance Report for 2018 Approved by the Board of Directors in its meeting held on 26 February 2019.
- 5.- Annual Report on the Remuneration of Directors of Vidrala for 2018 approved by the Board of Directors in its meeting held on 26 February 2019.

- 6.- Board Regulations as approved by the Board of Directors in its meeting held on 16 April 2019.
- 7.- Regulations for the Electronic Shareholders' Forum.
- 8.- Attendance, delegation and voting card.
- 9.- Report on the independence of the Auditors referred to in section 529 (xiv) of the Spanish Companies' Law ("Ley de Sociedades de Capital").

The aforementioned documents, as well as the motions submitted to the Meeting are also available to the shareholders on the Company's web page ([www.vidrala.com](http://www.vidrala.com)).

In accordance with article 13 of the Articles of Association and in section 6 of the General Meeting Regulations, after publication of this meeting notice for the General Meeting and up until five days prior to the date on which it is to be held on first call, inclusive, shareholders may request in writing the reports or clarifications they consider necessary or submit in writing the questions they consider relevant regarding the matters contained on the Agenda. In addition, within the same time frame and in the same form, shareholders may request reports or clarifications or raise questions in writing regarding the information accessible to the public that has been provided by the Company to the CNMV since the last General Meeting, as well as regarding the auditors' report.

The documents requesting information will include the name and surnames of the petitioning shareholder, accrediting the shares that they hold and will be accompanied by the appropriate document — a copy of the attendance card or certificate of authorisation — accrediting their status as shareholder, for the purpose of comparing this information to that provided by IBERCLEAR. These requests for information — addressed for the attention of the Investor Relations Department (Finance Department) — may be made by delivering the request at the registered office, posting it to the Company's address — Barrio Munegazo, 22, Llodio, Álava — stating the number of shares held, the securities account into which they are deposited and other circumstances specified on the Company's web page in order to compare this information with that provided by IBERCLEAR. The Company's web page provides the relevant explanations for shareholders to exercise their right to information.

**Special Information Instruments.** In accordance with section 539.2 of the Spanish Companies' Law ("Ley de Sociedades de Capital"), the Company has a web page (<http://www.vidrala.com>) to address how shareholders can exercise their right to information and to disseminate the relevant information required by the legislation on securities markets.

An Electronic Shareholders' Forum will be enabled on the Company's web page that shareholders may access with the appropriate guarantees, both in terms of individual shareholders and the voluntary associations that pursuant to section 539.2 of the Spanish Companies' Law ("Ley de Sociedades de Capital") may be established, to facilitate its dissemination prior to the General Meeting, all of the foregoing under the terms envisaged in section 539 of the Spanish Companies' Law ("Ley de Sociedades de Capital").

**Right to Representation.** In accordance with article 17 of the Articles of Association and in section 9 of the Regulations of the General Meeting, all shareholders who are entitled to attend, may be represented in the General Meeting by another person, even if they are not a shareholder, by granting a proxy in writing and specifically for the Meeting. A model proxy card will be available on the Company's web page from the time the meeting notice for the General Meeting is issued. The proxy must be completed and signed by the shareholder and the corresponding attendance and proxy card must be signed. The proxy must be accepted by the representative shareholder, without which it may not be exercised. To that end, the

proxy must also sign the attendance card. The shareholder to whom the proxy is granted must exercise it by personally attending the Meeting, handing in the attendance and proxy card at the shareholder registration tables at the place and on the day the General Meeting is to be held one hour before the meeting is set to convene. Likewise, the attendance and proxy cards may be delivered prior to the General Meeting at the Company's registered office located at Barrio Munegazo, 22, Llodio, Álava.

Under the terms envisaged in the Articles of Association and in the General Meeting Regulations, the Chairman and the Secretary of the General Meeting will have the broadest powers permitted under the law to accept the validity of the document verifying the proxy.

**Proxy by Post.** In accordance with that established in section 15 of the General Meeting Regulations, shareholders may grant a proxy by post. Attendance and proxy cards, duly completed and signed, may be sent by post to Vidrala, Sociedad Anónima, Barrio Munegazo, 22, Llodio, Álava. Shareholders that grant a proxy by post must include their name and surnames, verifying the shares they hold, in order to compare this information with that provided by IBERCLEAR. The proxy must be signed by the shareholder and signature thereof must be legalised by a notary. In the case of legal representation, the powers of the attorney-in-fact signing for and on behalf of the shareholder must be accredited through the delivery of stamped copy of the notarised power of attorney.

Shareholders that grant a proxy by post must notify the shareholder appointed as representative of the proxy granted to them. Proxies granted by post must be accepted by the representative. To that end, the representative must sign the attendance and proxy card, keeping a copy thereof to be presented and delivered at the shareholder registration tables at the place and on the date where the General Meeting is to be held. Therefore, the shareholder to whom the proxy is granted by post must exercise it by personally attending the Meeting.

The proxy granted by post will be rendered null and void by express revocation by the shareholder through the same means used to grant the proxy within the period established to grant it or by the shareholder personally attending the General Meeting. If shareholders who grant a proxy by post do not mark one or any of the boxes intended to provide voting instructions with respect to the Agenda items, it will be understood that they wish to vote in favour of the respective motions made by the Board of Directors.

**Voting by Post.** In accordance with that established in section 15 of the General Meeting Regulations, shareholders may exercise their right to vote by post. In order to cast their vote by post, shareholders must complete and sign the attendance, proxy and voting card issued by the entity or entities in charge of keeping the book-entry register. On the attendance, proxy and voting card they will record their vote (in favour of or against), abstention or protest vote by marking an X in the appropriate box. Completed and signed cards may be sent by post to Vidrala Anónima, Barrio Munegazo, 22, Llodio, Álava. If shareholders who cast their vote by post do not mark one or any of the boxes intended to cast their vote with respect to the Agenda items, it will be understood that they wish to vote in favour of the respective motions made by the Board of Directors. Votes cast by post will be rendered null and void if they are subsequently and expressly revoked by the shareholder through the same means used to cast the vote and within the period established for such purposes or if the shareholder who cast their vote by post or by proxy personally attends the General Meeting.

Votes cast by post must be received by the Company at least 24 hours before the day the General Meeting is to be held on first call, i.e., 24 hours before 27 May 2019. Otherwise, the vote will be considered not to have been cast. After the aforementioned deadline, only the votes cast in person at the General Meeting by the shareholder or by the shareholder's valid proxy

will be allowed. Shareholders who cast their votes remotely via post will be considered present for the purpose of convening the General Meeting.

**Proxies and Voting in the Event of a Supplement to the Meeting Notice.** If shareholders that represent at least three (3%) percent of the share capital exercise their right to include new items on the Agenda and a supplement to this meeting notice is published, the shareholders that had conferred a proxy or cast their vote prior to the publication of the aforementioned supplement, may:

- (a) Grant a new proxy with the corresponding voting instructions or cast a new vote, with respect to all the Agenda items (including the initial items and the new items included through the supplement), in which case, the proxy granted or vote cast previously will be understood as revoked and rendered null and void.
- (b) Complete the corresponding voting instructions for the proxy initially appointed (who must be the same proxy, another proxy may not be appointed) only with respect to the new Agenda items included through the supplement, all of the foregoing in accordance with the procedures and methods mentioned in the preceding paragraphs and through the same means used in the proxy granted or the vote cast originally.

If shareholders cast their vote remotely before the supplement is published and do not take any of the actions indicated under paragraphs (a) and (b) above, it will be understood that they abstain with respect to the new items.

**Personal Data Protection.** The personal data that shareholders send the Company to exercise their attendance, proxy and voting rights at the General Meeting or that are provided by the credit institutions and securities brokers and dealers where the aforementioned shareholders have deposited their shares, through the entity legally empowered to keep the book-entry register (Iberclear), will be processed for the purpose of managing the development, fulfilment and control of the existing shareholder list.

In addition, shareholders are informed that the legislation related to personal data processing is available at <http://www.vidrala.com/es/politica-privacidad.html>. The aforementioned data will be included in a computer file owned by the Company and shareholders will be allowed to exercise their right to access, rectification, cancellation and objection, in accordance with the applicable legislation on personal data protection by sending a written notice to the Company at Barrio Munegazo 22, Llodio, Álava.

**Attendance Premium** Shareholders who are present and who are represented will be paid a gross premium of four euro cents (€0.04) per share.

**Outlook Regarding the Holding of the Annual General Meeting:** Based on prior years' experience, the General Meeting is expected to be held on first call, i.e., on 28 May 2019, at the place and time indicated above.

Llodio, 16 April 2019 On behalf of the Board of Directors, the Secretary. Mr José Ramón Berecibar Mutiozabal.



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTIONS RELATED TO  
AGENDA ITEMS ONE AND TWO**

**ONE**.- **Review and approval, where appropriate, of the financial statements of Vidrala, S.A. and the financial statements of its consolidated group for 2018.**

- 1.1.- Approve the financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flow and notes to the financial statements) of the Company for the year ended 31 December 2018..
- 1.2.- Approve the financial statements of the consolidated group.

**TWO**.- **Approval of the management of the Board of Directors**

- 2.1. Approve the management of the Company's Board of Directors.



VIDRALA, S.A.

ANNUAL GENERAL MEETING NOTICE

28 MAY 2019

RESOLUTION RELATED TO  
AGENDA ITEM THREE

**THREE.- Approval of the proposed distribution of profit for the year ended 31 December 2018.**

Approve the following proposed distribution of profit for the year ended 31 December 2018:

	Euros (€)
- Interim dividend	19,899,357.55
- Final dividend*	7,571,600.18
Total dividends	27,470,957.70
- Other reserves	55,633,352.54
<b>TOTAL COMPANY PROFIT (LOSS)</b>	<b>83,104,310.27</b>
<b>PROFIT (LOSS) OF THE CONSOLIDATED GROUP (thousands of €)</b>	<b>115,958</b>

*(\*) To estimate the final dividend payment, the number of treasury shares existing at 31 December 2018 is used.*

Consequently, in relation to the proposed distribution of dividends, having paid a gross interim dividend of €0.7664 per share on 14 February 2019, it is proposed that, as a final dividend, a gross amount of €0.2917 per share be paid to each one of the Company's outstanding ordinary shares that, if approved, will be paid on 12 July 2019.





**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION RELATED TO  
AGENDA ITEM FOUR**

**FOUR.- Review and approval of the consolidated statement of non-financial information of Vidrala S.A. and its subsidiaries for 2018.**

Approve the consolidated statement of non-financial information for the year ended 31 December 2018 that is an integral part of the consolidated directors' report for the aforementioned year.



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION RELATED TO  
AGENDA ITEM FIVE**

**FIVE.- Authorise the Board of Directors to derivatively acquire treasury shares, directly or through group companies in accordance with sections 146 and 509 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*"), rendering null and void the authorisation granted by the General Meeting held on 29 May 2018; share capital reduction to, where applicable, retire treasury shares, delegating to the Board the powers necessary for such a reduction to be carried out.**

- 1.- Rendering null and void the resolution passed in the General Meeting of 29 May 2018 with regard to that not executed, authorise the Company to, directly or through any subsidiaries and during a maximum period of five (5) years from the date on which this Meeting is held, acquire, at any time and as many times as it considers necessary, shares of VIDRALA, S.A., by any of the means permitted under law, including with a charge to profit for the year and/or unrestricted reserves, as well as to subsequently dispose or retire them, all in accordance with section 146 *et seq.* of the Spanish Companies' Law ("*Ley de Sociedades de Capital*").
- 2.- Approve the conditions of these acquisitions, which will be the following:
  - (a) That the nominal value of the shares acquired directly or indirectly, in addition to those that the acquiring company and its subsidiaries already hold and, where applicable, the parent and its subsidiaries, may not be more than ten percent (10%) of the share capital of VIDRALA, S.A., respecting, in all cases, the limits established on the acquisition of treasury shares by the regulatory authorities of the markets where VIDRALA, S.A. shares are admitted to listing.
  - (b) That the acquisition, including the shares that the Company, or person acting in their own name but on behalf of the Company, acquired prior thereto and holds, does not result in the equity being less than the share capital plus the reserves restricted by the law or articles of association. To that end, equity will be considered the amount classified as such according to the criteria for preparing the financial statements, less the profit allocated directly thereto, and plus the subscribed uncalled share capital, as well as the nominal amount and the share premium of the subscribed share capital recognised for accounting purposes as a liability.
  - (c) That the acquisition price is not less than the nominal value nor greater than ten percent (10%) of the market price of the shares on the date of acquisition or, with regard to derivatives, on the date of the contract that gives rise to the



acquisition. The treasury share acquisition transactions will comply with the rules and practices of the securities markets

(d) That a charge equal to the amount of the treasury shares recognised under assets be established as a restricted reserve recognised under equity. This reserve must be maintained until the shares are disposed of.

- 3.- Express authorisation is granted so that the shares acquired by subsidiaries of VIDRALA, S.A. when exercising this authorisation may be delivered in full or in part to workers, employees or directors of the Company, when there is a recognised right, either directly or as a result of exercising their purchase rights, for the purposes envisaged in the last paragraph of section 146, section 1 (a) of the Spanish Companies' Law ("*Ley de Sociedades de Capital*").
- 4.- Reduce share capital, with the aim of retiring such treasury shares of VIDRALA, S.A. as might be held on its balance sheet, with a charge to profit or unrestricted reserves, for the amount considered appropriate or required at any given time, up to the maximum of the treasury shares existing at any given time.
- 5.- Delegate to the Board of Directors the implementation of the above-mentioned resolution to reduce share capital, which may be carried out at one or various times within a maximum period of five years from the date of this General Meeting, performing such formalities, taking such steps and obtaining such authorisations as might be necessary or required by the Spanish Companies' Law ("*Ley de Sociedades de Capital*") and other applicable provisions. In particular, the Board of Directors is authorised to, by the deadline and with the aforementioned limits, set the date or dates for the share capital reduction or reductions, based on the advisability and appropriateness of the reduction taking into account the market conditions, the market price, the Company's financial position, its cash, reserves and performance and any other matter that affects the aforementioned decision; establish the amount of the reduction and where the amount of the reduction is to be allocated, either to a restricted reserve or to unrestricted reserves, providing such guarantees as might be required and complying with the related legal requirements; amend article 5 of the Articles of Association to reflect the new share capital amount; apply for the de-listing of the retired shares; and, in general, pass such resolutions as might be necessary for the purposes of the retirement of these shares and the concomitant share capital reduction, designating the persons who may participate in its formalisation.

**REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. FOR THE PURPOSES ENVISAGED IN ARTICLE 286 OF THE SPANISH COMPANIES' LAW ("LEY DE SOCIEDADES DE CAPITAL") IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FIVE OF THE AGENDA FOR THE ANNUAL GENERAL MEETING.**

**1.- OBJECT OF THIS REPORT.**

Section 286 of the current Spanish Companies' Law ("*Ley de Sociedades de Capital*") states that to validly pass any resolution amending the articles of association the directors must submit a written report justifying the aforementioned amendment that, together with the complete text of the proposed amendment, must be made available to the shareholders in due time and form pursuant to the aforementioned law.

In turn section 318 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*") establishes that the share capital reduction must be resolved by the General Meeting pursuant to the requirements for amending the articles of association.

The purpose of this report is to comply with the aforementioned rules. It has been prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the RESOLUTION — which is submitted for the approval of the Company's General Meeting to be held on 28 May 2019 at 12 PM on first call and on 29 May 2019 at the same time on second call under agenda item five.

**2.- JUSTIFICATION FOR THE RESOLUTION.**

Sections 144 *et seq.* of the Spanish Companies' Law ("*Ley de Sociedades de Capital*"), which regulate the regime regarding treasury share transactions, effectively permit the acquisition of treasury shares complying with the requirements, among others, arising from section 146 of the aforementioned Act.

To that end, a resolution is made to the General Meeting to pass a resolution that, rendering null and void that not executed in relation to the resolution passed by last year's Annual General Meeting, grants authorisation, with the requirements and limits established under the law, so that the Company, either directly, or through group companies, may acquire its treasury shares or, in the latter case, shares issued by the parent.

However, for treasury shares acquired derivatively, there are various mechanisms established under the law to reduce or dispose of the treasury shares of the Company that have been acquired. Therefore, it could opt to retire the aforementioned shares or dispose of them in the market. In the case of a company with securities admitted to trading on a secondary market, it is impossible to determine, *a priori*, what procedure should be used to reduce or retire the treasury shares acquired to protect the Company's interests. It is impossible to predict market conditions at a specific time that could be favourable or unfavourable with respect to a single, pre-established procedure.

As a result, the Company's Board of Directors should assess the circumstances at any given time and then decide what system is ideal.

If the decision is made to retire the treasury shares acquired a share capital reduction resolution must be passed. However, since the assessment of the suitability and appropriateness of a financial transaction of this nature must be passed based on the market circumstances at a specific time, this Board of Directors believes that it must resolve the General Meeting to pass a share capital reduction resolution delegating to it the powers necessary to carry it out, including the power to determine the amount of the reduction and whether the aforementioned amount should be allocated to a restricted or unrestricted reserve, in which case, naturally, the requirements established under the law guaranteeing creditors must be fulfilled.

Ultimately, the intention of this share capital reduction resolution is to provide the Company with an instrument that is ideal with regard to its interests and those of its shareholders.

### 3.- **COMPLETE TEXT OF THE RESOLUTION SUBMITTED TO THE GENERAL MEETING.**

**"FIVE.-** ***Authorise the Board of Directors to derivatively acquire treasury shares, directly or through group companies in accordance with sections 146 and 509 of the Spanish Companies' Law ("Ley de Sociedades de Capital"), rendering null and void the authorisation granted by the General Meeting held on 29 May 2018; share capital reduction to, where applicable, retire treasury shares, delegating to the Board the powers necessary for such a reduction to be carried out.***

1.- *Rendering null and void the resolution passed in the General Meeting of 29 May 2018 with regard to that not executed, authorise the Company to, directly or through any subsidiaries and during a maximum period of five (5) years from the date on which this Meeting is held, acquire, at any time and as many times as it considers necessary, shares of VIDRALA, S.A., by any of the means permitted under law, including with a charge to profit for the year and/or unrestricted reserves, as well as to subsequently dispose or retire them, all in accordance with section 146 et seq. of the Spanish Companies' Law ("Ley de Sociedades de Capital").*

2.- *Approve the conditions of these acquisitions, which will be the following:*

(a) *That the nominal value of the shares acquired directly or indirectly, in addition to those that the acquiring company and its subsidiaries already hold and, where applicable, the parent and its subsidiaries, may not be more than ten percent (10%) of the share capital of VIDRALA, S.A., respecting, in all cases, the limits established on the acquisition of treasury shares by the regulatory authorities of the markets where VIDRALA, S.A. shares are admitted to listing.*

(b) *That the acquisition, including the shares that the Company, or person acting in their own name but on behalf of the Company, acquired prior thereto and holds, does not result in the equity being less than the share*

capital plus the reserves restricted by the law or articles of association. To that end, equity will be considered the amount classified as such according to the criteria for preparing the financial statements, less the profit allocated directly thereto, and plus the subscribed uncalled share capital, as well as the nominal amount and the share premium of the subscribed share capital recognised for accounting purposes as a liability.

- (c) That the acquisition price is not less than the nominal value nor greater than ten percent (10%) of the market price of the shares on the date of acquisition or, with regard to derivatives, on the date of the contract that gives rise to the acquisition. The treasury share acquisition transactions will comply with the rules and practices of the securities markets
  - (d) That a charge equal to the amount of the treasury shares recognised under assets be established as a restricted reserve recognised under equity. This reserve must be maintained until the shares are disposed of.
- 3.- Express authorisation is granted so that the shares acquired by subsidiaries of VIDRALA, S.A. when exercising this authorisation may be delivered in full or in part to workers, employees or directors of the Company, when there is a recognised right, either directly or as a result of exercising their purchase rights, for the purposes envisaged in the last paragraph of section 146, section 1 (a) of the Spanish Companies' Law ("Ley de Sociedades de Capital").
- 4.- Reduce share capital, with the aim of retiring such treasury shares of VIDRALA, S.A. as might be held on its balance sheet, with a charge to profit or unrestricted reserves, for the amount considered appropriate or required at any given time, up to the maximum of the treasury shares existing at any given time.
- 5.- Delegate to the Board of Directors the implementation of the above-mentioned resolution to reduce share capital, which may be carried out at one or various times within a maximum period of five years from the date of this General Meeting, performing such formalities, taking such steps and obtaining such authorisations as might be necessary or required by the Spanish Companies' Law ("Ley de Sociedades de Capital") and other applicable provisions. In particular, the Board of Directors is authorised to, by the deadline and with the aforementioned limits, set the date or dates for the share capital reduction or reductions, based on the advisability and appropriateness of the reduction taking into account the market conditions, the market price, the Company's financial position, its cash, reserves and performance and any other matter that affects the aforementioned decision; establish the amount of the reduction and where the amount of the reduction is to be allocated, either to a restricted reserve or to unrestricted reserves, providing such guarantees as might be required and complying with the related legal requirements; amend article 5 of the Articles of Association to reflect the new share capital amount; apply for the de-listing of the retired shares; and, in general, pass such resolutions as might be necessary for the purposes of the retirement of these shares and the concomitant share capital reduction, designating the persons who may participate in its formalisation.

**Llodio, 16 April 2019**



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION RELATED TO  
AGENDA ITEM SIX**

**SIX**.- Increase the share capital by a definable amount according to the terms of the resolution, through the issue of new ordinary shares of one euro and two cents (€1.02) par value each, without a share premium, all of the same class and series that are currently outstanding, with a charge to unrestricted reserves, in order to freely assign them to the Company's shareholders, in the proportion of one (1) new share for every TWENTY (20) existing Company shares. Delegation of powers to the Board of Directors, with express powers of substitution, for the purpose of carrying out the share capital increase — in full or in part, within the limits of this resolution — and subsequent amendment of article 5 of the Articles of Association, requesting the admission to listing of the resulting shares on the Spanish stock market interconnection system (SIBE) and the Bilbao and Madrid Stock Markets.

**1.- Share Capital Increase.**

Increase the share capital by the definable amount resulting from multiplying (a) the nominal value of each share of Vidrala S.A. of ONE EURO AND TWO CENTS (€1.02) by (b) the definable number of new shares (the "**New Shares**") of the Company in the proportion of ONE (1) New Share for every TWENTY (20) shares existing when the share capital increase is carried out.

By way of example and clarification, with the share capital existing at the date of this resolution, the share capital would be increased by ONE MILLION THREE HUNDRED AND TWENTY-SEVEN THOUSAND SEVEN HUNDRED AND THIRTY-SIX EUROS AND FOUR CENTS (€1,327,736.04), through the issuance of ONE MILLION THREE HUNDRED AND ONE THOUSAND SEVEN HUNDRED AND TWO (1,301,702) new ordinary shares of ONE EURO AND TWO CENTS (€1.02) nominal value each, represented by book entries, all of the same class and series of company shares.

In any case, the New Shares are issued at par, i.e., at their nominal value of ONE EURO AND TWO CENTS (€1.02), without a share premium and will be assigned at zero cost to the Company's shareholders.

The New Shares will be paid with a charge to unrestricted reserves and will be issued at zero cost to the Company's shareholders in the proportion of ONE (1) new share for every TWENTY (20) old shares held by them.

In accordance with that established in section 311 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*") (the revised text of which was approved by



Spanish Royal Legislative Decree 1/2010, of 2 July), the Share Capital Increase may be incompletely allocated if a beneficiary of the bonus issue rights totally or partially waives these rights that they hold. Therefore, if such a waiver occurs, the share capital will be increased in the corresponding amount.

## **2.- Recipients.**

All the New Shares issued pursuant to this resolution will be issued at zero cost to the Company's shareholders in the proportion of ONE (1) New Share for every TWENTY (20) shares they hold of the Company.

The bonus issue rights will be transferable under the same conditions as the shares that give rise to them.

To that end, all natural persons or legal entities that, at the end of the day immediately prior to the start date of the bonus issue period referred to in the following paragraph, appear as holders of the shares in the accounting records of the companies adhered to IBERCLEAR will be considered Company's shareholders.

## **3.- Procedure for Exercising the Bonus Issue Right.**

In accordance with section 306.2 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*"), bonus issue rights may be exercised during the fifteen (15) calendar days following publication of the share capital increase announcement in the Official Gazette of the Mercantile Registry and on the Company's web page, [www.vidrala.com](http://www.vidrala.com).

The issue of the shares object of the share capital increase may be processed through any of the companies adhered to IBERCLEAR.

Upon completion of the negotiation period for the bonus issue rights, the New Shares that could not be issued for reasons not attributable to Vidrala will remain on deposit available to those who accredit legitimate ownership of the corresponding bonus issue rights. Three (3) years after the date of completion of the negotiation period for the bonus issue rights, the New Shares that are still pending issuance may be sold in accordance with section 117 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*"), on behalf of and at the risk of the interested parties. The liquid amount of the aforementioned sale will be deposited in the Bank of Spain or in the General Depository (*Caja General de Depósitos*) and made available to the interested parties.

## **4.- Unrestricted Reserves and Reference Balance Sheet.**

The share capital increase will be carried out with a charge to "Voluntary Reserves" — which is unrestricted — the amount of which stood at EUR 192,206 at 31 December 2018.

The balance sheet which will serve as the basis for the transaction will be that corresponding to 31 December 2018, duly audited and approved by the Annual General Meeting.



**5.- Rights of the New Shares.**

The New Shares will entitle their holders, from the date of registration in the accounting records of IBERCLEAR, to the same voting and dividend rights as the Company's other shares. Consequently, they will be entitled to receive the dividends resolved to be distributed after the date the award of the shares is registered in the book-entry register.

**6.- Request for Admission to Listing.**

Request the official admission to listing on the Bilbao and Madrid Stock Markets through the Spanish stock market interconnection system (SIBE) of the New Shares that are issued pursuant to this share capital increase resolution subsequent fulfilment of the applicable regulations, empowering the Company's Board of Directors, with express powers of substitution in one or various Board members, to execute any documents and take any actions necessary to that end, with full powers and without any restrictions.

**7.- Amendment of the Articles of Association.**

Amend article 5 of the Articles of Association, as a result of this share capital increase resolution to reflect the amount resulting after the increase, expressly empowering the Board of Directors to reword the aforementioned article in relation to the share capital once the increase is resolved and carried out.

**8.- Execution of the Share Capital Increase.**

Within one (1) year of the date of this resolution, the Board of Directors may resolve to carry out the share capital increase and establish the conditions thereof in relation to everything not set forth in this resolution. Notwithstanding the foregoing, if the Board of Directors does not consider it appropriate to carry out the share capital increase within the period indicated, it may RESOLUTION that the General Meeting revoke it.

Upon completion of the negotiation period for the bonus issue rights:

- (a) The New Shares will be issued to whomever, in accordance with the accounting records of Iberclear and its participating entities, holds the bonus issue rights in the proportion of ONE (1) New Share for every TWENTY (20) existing shares when the share capital increase is carried out.
- (b) The Board of Directors will close the negotiation period for the bonus issue rights and formalise, for accounting purposes, the allocation of the "Voluntary Reserves" in the amount of the share capital increase, and it will be paid out upon such allocation.

Furthermore, once the negotiation period for the bonus issue rights is closed, the Board of Directors will pass the corresponding resolutions to amend the Articles of Association to reflect the new share capital amount and to request that the New Shares be admitted to listing.

## 9.- Delegation to the Board of Directors.

In accordance with section 297.1 a) of the current Spanish Companies' Law ("*Ley de Sociedades de Capital*"), the Company's Board of Directors is empowered with the express powers of substitution to establish the exact amount of the share capital increase and the exact number of New Shares to be issued and to establish the date on which the share capital increase resolution should go into effect, in full or in part, within a period of no more than one year; as well as to determine all the conditions of the share capital increase not determined by the General Meeting.

In addition — and although the following list is not exhaustive and does not entail any limitation or restriction on the broadest powers under the law — the broadest powers are delegated to the Board of Directors to:

- (a) Set the date on which the share capital increase should go into effect, in all cases within one (1) year of its approval.
- (b) Establish the exact amount of the share capital increase and exact number of New Shares to be issued; declare the share capital increase completed and executed.
- (c) Carry out any action, make any declaration or take any steps before the CNMV, IBERCLEAR and any other organisation or entity or public or private registry to obtain any authorisations, verifications or carry out any formalities necessary to fully execute the aforementioned resolutions.
- (d) Draft, sign and execute any public and private documents necessary or appropriate in order for the new shares issued to be admitted to listing on the Bilbao and Madrid Stock Markets.
- (e) Draft and publish any announcements necessary. Take any actions necessary or appropriate to execute and formalise the share capital increase before any public or private entities and organisations, including those related to declarations, supplements or corrections of defects or omissions that may prevent or hinder the full effectiveness of the preceding resolutions.
- (f) Determine the grounds for revocation of the share capital increase in accordance with customary practices in these types of transactions and withdraw from the share capital increase in cases in which it is legally possible and appropriate for the Company to do so.
- (g) Amend article 5 of the Articles of Association, adapting it to the new amount of share capital based on the amount of the share capital increase and the number of shares that were ultimately subscribed and paid out.
- (h) Substitute all or a portion of the powers conferred pursuant to this resolution to one or various members of the Company's Board of Directors.

It is noted that the directors have prepared a report justifying the RESOLUTION submitted here.



## **REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM SIX OF THE AGENDA FOR THE ANNUAL GENERAL MEETING.**

### **1.- OBJECT OF THIS REPORT.**

Section 286 of the current Spanish Companies' Law ("*Ley de Sociedades de Capital*") states that to validly pass any resolution amending the articles of association that the directors must submit a written report justifying the aforementioned amendment which, together with the complete text of the proposed amendment, must be made available to the shareholders in due time and form pursuant to the aforementioned law.

In turn section 296 of the Spanish Companies' Law ("*Ley de Sociedades de Capital*") establishes that the share capital increase must be resolved by the General Meeting pursuant to the requirements established for amending the articles of association.

The purpose of this report is to comply with the aforementioned rules. It has been prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the RESOLUTION — which is submitted for the of approval the Company's General Meeting to be held on 28 May 2019 at 12 PM on first call and on 29 May 2019 at the same time on second call under agenda item six.

### **2.- JUSTIFICATION OF THE RESOLUTION.**

The share capital increase referred to in this report consists of a definable amount resulting from multiplying (a) the nominal value of each share of Vidrala S.A. of ONE EURO AND TWO CENTS (€1.02) by (b) the definable number of new shares (the "New Shares") of the Company in the proportion of ONE (1) New Share for every TWENTY (20) shares existing when the share capital increase is carried out.

It therefore entails offering the Company's shareholders a number of New Shares, released, in the proportion of ONE (1) New Share for every TWENTY (20) existing shares when the share capital increase is carried out.

The share capital increase will be carried out with a charge to "Voluntary Reserves" — which is unrestricted — the amount of which stood at EUR 192,206 at 31 December 2018.

The Board of Directors considers that the share capital increase proposed to the General Meeting is a transaction of significant interest to the Company which is justified for three basic reasons:

- 1.- The Company is thus able to remunerate shareholders and, at the same time, maintain the necessary resources to tackle new value-generating projects for shareholders.



With it, the Company remains faithful to its goal of creating value for shareholders.

- 2.- It thereby promotes enhanced liquidity of VIDRALA, S.A. shares on the stock market, due to an increase in the number of outstanding Company shares.
- 3.- It strengthens the structure of its own resources, arising from the capitalisation of reserves.

Based on the foregoing, the Board of Directors submits the above-described share capital increase transaction for approval by the Annual General Meeting, recognising shareholders' bonus issue rights, amounting to one new share for every TWENTY (20) shares they already hold.

The Company's balance sheet at 31 December 2018, which must be first submitted for the of approval the Annual General Meeting, will be used as reference.

In response to the above considerations, the Board considers it necessary that the General Meeting, upon resolving the share capital increase resolution, delegate to the Board of Directors the broad powers mentioned, with express authorisation so that any Board member may exercise the aforementioned powers on its behalf in order to operate in an even more agile manner.

3.- **COMPLETE TEXT OF THE RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION WHICH IS SUBMITTED TO THE ANNUAL GENERAL MEETING FOR DELIBERATION AND A DECISION.**

**"SIX.-** *Increase the share capital by a definable amount according to the terms of the resolution, through the issue of new ordinary shares of one euro and two cents (€1.02) par value each, without a share premium, all of the same class and series that are currently outstanding, with a charge to unrestricted reserves, in order to freely assign them to the Company's shareholders, in the proportion of one (1) new share for every TWENTY (20) existing Company shares. Delegation of powers to the Board of Directors, with express powers of substitution, for the purpose of carrying out the share capital increase — in full or in part, within the limits of this resolution — and subsequent amendment of article 5 of the Articles of Association, requesting the admission to listing of the resulting shares on the Spanish stock market interconnection system (SIBE) and the Bilbao and Madrid Stock Markets.*

1.- **Share Capital Increase.**

*Increase the share capital by the definable amount resulting from multiplying (a) the nominal value of each share of Vidrala S.A. of ONE EURO AND TWO CENTS (€1.02) by (b) the definable number of new shares (the "New Shares") of the Company in the proportion of ONE (1) New Share for every TWENTY (20) shares existing when the share capital increase is carried out.*

*By way of example and clarification, with the share capital existing at the date of this resolution, the share capital would be increased by One MILLION THREE*



HUNDRED AND TWENTY-SEVEN THOUSAND SEVEN HUNDRED AND THIRTY-SIX EUROS AND FOUR CENTS (€1,327,736.04), through the issuance of ONE MILLION THREE HUNDRED AND ONE THOUSAND SEVEN HUNDRED AND TWO (1,301,702) new ordinary shares of ONE EURO AND TWO CENTS (€1.02) nominal value each, represented by book entries, all of the same class and series of company shares.

In any case, the New Shares are issued at par, i.e., at their nominal value of ONE EURO AND TWO CENTS (€1.02), without a share premium and will be assigned at zero cost to the Company's shareholders.

The New Shares will be paid with a charge to unrestricted reserves and will be issued at zero cost to the Company's shareholders in the proportion of ONE (1) new share for every TWENTY (20) old shares held by them.

In accordance with that established in section 311 of the Spanish Companies' Law ("Ley de Sociedades de Capital") (the revised text of which was approved by Spanish Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies' Law** ("**Ley de Sociedades de Capital**"))), the Share Capital Increase may be incompletely allocated if a beneficiary of the bonus issue rights totally or partially waives these rights that they hold. Therefore, if such a waiver occurs, the share capital will be increased in the corresponding amount.

## **2.- Recipients.**

All the New Shares issued pursuant to this resolution will be issued at zero cost to the Company's shareholders in the proportion of ONE (1) New Share for every TWENTY (20) shares they hold of the Company.

The bonus issue rights will be transferable under the same conditions as the shares that give rise to them.

To that end, all natural persons or legal entities that, at the end of the day immediately prior to the start date of the bonus issue period referred to in the following paragraph, appear as holders of the shares in the accounting records of the companies adhered to IBERCLEAR will be considered Company's shareholders.

## **3.- Procedure for Exercising the Bonus Issue Right.**

In accordance with section 306.2 of the Spanish Companies' Law ("Ley de Sociedades de Capital"), bonus issue rights may be exercised during the fifteen (15) calendar days following publication of the share capital increase announcement in the Official Gazette of the Mercantile Registry and on the Company's web page, [www.vidrala.com](http://www.vidrala.com).

The issue of the shares object of the share capital increase may be processed through any of the companies adhered to IBERCLEAR.

Upon completion of the negotiation period for the bonus issue rights, the New Shares that could not be issued for reasons not attributable to Vidrala will

remain on deposit available to those who accredit legitimate ownership of the corresponding bonus issue rights. Three (3) years after the date of completion of the negotiation period for the bonus issue rights, the New Shares that are still pending issuance may be sold in accordance with section 117 of the Spanish Companies' Law ("Ley de Sociedades de Capital"), on behalf of and at the risk of the interested parties. The liquid amount of the aforementioned sale will be deposited in the Bank of Spain or in the General Depository (Caja General de Depósitos) and made available to the interested parties.

**4.- Unrestricted Reserves and Reference Balance Sheet.**

The share capital increase will be carried out with a charge to "Voluntary Reserves" — which is unrestricted — the amount of which stood at EUR 192,206 at 31 December 2018.

The balance sheet that will serve as the basis for the transaction will be that corresponding to 31 December 2018, duly audited and approved by the Annual General Meeting.

**5.- Rights of the New Shares.**

The New Shares will entitle their holders, from the date of registration in the accounting records of IBERCLEAR, to the same voting and dividend rights as the Company's other shares. Consequently, they will be entitled to receive the dividends resolved to be distributed after the date the award of the shares is registered in the book-entry register.

**6.- Request for Admission to Listing.**

Request the official admission to listing on the Bilbao and Madrid Stock Markets through the Spanish stock market interconnection system (SIBE) of the New Shares that are issued pursuant to this share capital increase resolution subsequent fulfilment of the applicable regulations, empowering the Company's Board of Directors, with express powers of substitution in one or various Board members, to execute any documents and take any actions necessary to that end, with full powers and without any restrictions.

**7.- Amendment of the Articles of Association.**

Amend article 5 of the Articles of Association, as a result of this share capital increase resolution to reflect the amount resulting after the increase, expressly empowering the Board of Directors to reword the aforementioned article in relation to the share capital once the increase is resolved and carried out.

**8.- Execution of the Share Capital Increase.**

Within one (1) year of the date of this resolution, the Board of Directors may resolve to carry out the share capital increase and establish the conditions thereof in relation to everything not set forth in this resolution. Notwithstanding the foregoing, if the Board of Directors does not consider it appropriate to carry out the share capital increase within the period indicated, it may RESOLUTION that the General Meeting revoke it.

Upon completion of the negotiation period for the bonus issue rights:

- (a) The New Shares will be issued to whomever, in accordance with the accounting records of Iberclear and its participating entities, holds the bonus issue rights in the proportion of ONE (1) New Share for every TWENTY (20) existing shares when the share capital increase is carried out.
- (b) The Board of Directors will close the negotiation period for the bonus issue rights and formalise, for accounting purposes, the allocation of the "Voluntary Reserves" in the amount of the share capital increase, and it will be paid out upon such allocation.

Furthermore, once the negotiation period for the bonus issue rights is closed, the Board of Directors will pass the corresponding resolutions to amend the Articles of Association to reflect the new share capital amount and to request that the New Shares be admitted to listing.

**9.- Delegation to the Board of Directors.**

In accordance with section 297.1 a) of the current Spanish Companies' Law ("Ley de Sociedades de Capital"), the Company's Board of Directors is empowered with the express powers of substitution to establish the exact amount of the share capital increase and the exact number of New Shares to be issued and to establish the date on which the share capital increase resolution should go into effect, in full or in part, within a period of no more than one year; as well as to determine all the conditions of the share capital increase not determined by the General Meeting.

In addition — and although the following list is not exhaustive and does not entail any limitation or restriction on the broadest powers under the law — the broadest powers are delegated to the Board of Directors to:

- (a) Set the date on which the share capital increase should go into effect, in all cases within one (1) year of its approval.
- (b) Establish the exact amount of the share capital increase and exact number of New Shares to be issued; declare the share capital increase completed and executed.
- (c) Carry out any action, make any declaration or take any steps before the CNMV, IBERCLEAR and any other organisation or entity or public or private registry to obtain any authorisations, verifications or carry out any formalities necessary to fully execute the aforementioned resolutions.
- (d) Draft, sign and execute any public and private documents necessary or appropriate in order for the new shares issued to be admitted to listing on the Bilbao and Madrid Stock Markets.
- (e) Draft and publish any announcements necessary. Take any actions necessary or appropriate to execute and formalise the share capital increase before any public or private entities and organisations,



*including those related to declarations, supplements or corrections of defects or omissions that may prevent or hinder the full effectiveness of the preceding resolutions.*

- (f) Determine the grounds for revocation of the share capital increase in accordance with customary practices in these types of transactions and withdraw from the share capital increase in cases in which it is legally possible and appropriate for the Company to do so.*
- (g) Amend article 5 of the Articles of Association, adapting it to the new amount of share capital based on the amount of the share capital increase and the number of shares that were ultimately subscribed and paid out.*
- (h) Substitute all or a portion of the powers conferred pursuant to this resolution to one or various members of the Company's Board of Directors.*

*It is noted that the directors have prepared a report justifying the RESOLUTION submitted here."*

**Llodio, 16 April 2019**





**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION RELATED TO  
AGENDA ITEM SEVEN**

**SEVEN.- In accordance with article 26.1 of the Articles of Association, determination of the number of directors and subsequent appointment of Mr Fernando Gumuzio Iñíguez de Onzoño as a new Board member as an independent director.**

7.1.- In accordance with article 26.1 of the Articles of Association, set the number of members of the Company's Board of Directors at eleven (11)

7.2.- In accordance with article 26 of the Articles of Association, appoint Mr Fernando Gumuzio Iñíguez de Onzoño as a Board member, for a period of four years.

Mr Fernando Gumuzio Iñíguez de Onzoño is an Independent Director.

It is noted that the Appointments and Remuneration Committee has prepared a report justifying the resolution submitted here.



**REPORT PRESENTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF VIDRALA, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM SEVEN OF THE AGENDA FOR THE ANNUAL GENERAL MEETING.**

**1.- OBJECT OF THIS REPORT.**

Paragraph four of section 529 (x) of the current Spanish Companies' Law ("Ley de Sociedades de Capital") contains a requirement, among others, that the resolution to appoint or re-elect Board members of the listed company be accompanied by a justifying report prepared by the Appointments and Remuneration Committee assessing the skills, experience and merits of the candidate proposed.

The purpose of this report is to comply with the aforementioned rule. It has been prepared by the Appointments and Remuneration Committee of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the RESOLUTION — which is submitted for the approval of the Company's General Meeting to be held on 28 May 2019 at 12 PM on first call and on 29 May 2019 at the same time on second call under agenda item five.

**2.- JUSTIFICATION OF THE RESOLUTION.**

The Appointments and Remuneration Committee of the Board of Directors has assessed the resolution to appoint Mr Fernando Gumuzio Iñiguez de Onzoño as an independent director based on the deliberations of the Committee, as well as the current rules of the Board Regulations related to the suitability of the directors of Vidrala S.A.

The Appointments and Remuneration Committee of the Board of Directors has analysed the current composition of the Board and its needs, assessing the conditions that directors must meet to discharge their duties and the dedication required to carry out their duties satisfactorily, in particular, in relation to independent directors.

To that end, the Committee met on various occasions in 2018 with the goal of beginning a reflection process aimed at selecting a new member of the Company's Board of Directors who will serve as an independent director.

This selection process arose because the Company realised it had to increase the number of independent directors to comply with the highest standards of good corporate governance. The selection process — in which more than a dozen candidates were analysed — encouraged the search for candidates with knowledge and experience that they can contribute within the framework of their duties as members of the Company's Board of Directors. All the candidates for Director of the Company that were assessed had to be, in all cases, honourable and suitable persons of recognised solvency, skill, experience, qualifications, training, availability and commitment to their duties, and whose professional conduct and career was in keeping with the ethical principles and corporate values of the Vidrala group. Furthermore, the Committee assessed whether they had adequate knowledge of Spanish and English in order to perform their duties.

During its analysis, with the selection of the candidate, the Appointments and Remuneration Committee sought to ensure an overall diverse and balanced Board of Directors by choosing a candidate who enriches the decision-making process and provides different points of view to debates related to their areas of expertise. In this regard, the Appointments and Remuneration Committee has made the commitment to promote the diversity of the Board and, to that end, when selecting the candidate, they assessed candidates whose appointment would contribute to the directors having various capacities, knowledge, experiences, origins, nationalities, ages and genders.

With a degree in law and economics from the University of Deusto, Mr Fernando Gumuzio Iñíguez de Onzoño is the founding partner of the Azora Group and a director of Azora Capital and its investees. He has been a developer and director of the REIT, Hispania Activos Inmobiliarios, since its formation.

In addition, he is the Chairman of the Taper Group, a company involved in healthcare and scientific technology, haemodialysis clinics and sports centres; an independent director of Zelnova, a company that engages in drug research and development; and an independent director of Genómica, a company engaged in molecular diagnostics.

Before the foundation of the Azora Group, he was the general manager of the asset management, private banking and bancassurance division of the Santander Group and a member of its management committee, in addition to the director of various Santander Group companies. Mr Fernando Gumuzio Iñíguez de Onzoño has also been, among other things, an independent director of Caixa Geral bank, Chairman of the Board of Sample Test, a clinical analysis and diagnostic services laboratory, Executive Deputy Chairman of Corporación Eólica CESA, a renewable energy company, chairman of Transmol Logística, an oil and gas logistics and natural gas management company and independent director of the listed companies, Cortefiel and Zeltia.

The Committee has assessed the skills, experience and merits of the candidate proposed. In particular, it has assessed the requirements established in section 529 (xii) of the Spanish Companies' Law ("*Ley de Sociedades de Capital*") and the manner in which the director effectively fulfils the condition of independent director.

As a conclusion to the foregoing, the Appointments and Remuneration Committee of the Board of Directors of Vidrala considers that Mr Fernando Gumuzio Iñíguez de Onzoño has the skills, experience and merits necessary for the purpose of proposing his appointment to the Company's Annual General Meeting as a Board member, as an independent director, for the statutory period of four years.

### **3.- COMPLETE TEXT OF THE RESOLUTION SUBMITTED TO THE ANNUAL GENERAL MEETING FOR DELIBERATION AND A DECISION.**

#### **"SEVEN.-**

***In accordance with article 26.1 of the Articles of Association, determination of the number of directors and subsequent appointment of Mr Fernando Gumuzio Iñíguez de Onzoño as a new Board member as an independent director.***



- 7.1.- *In accordance with article 26.1 of the Articles of Association, set the number of members of the Company's Board of Directors at eleven (11)*
- 7.2.- *In accordance with article 26 of the Articles of Association, appoint Mr Fernando Gumuzio Iñíguez de Onzoño as a Board member, for a period of four years.*

*Mr Fernando Gumuzio Iñíguez de Onzoño is an Independent Director.*

*It is noted that the Appointments and Remuneration Committee has prepared a report justifying the resolution submitted here."*

**Llodio, 16 April 2019**



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION RELATED TO  
AGENDA ITEM EIGHT**

**EIGHT.- Re-election, after completion of the period of his appointment, of Mr Ramón Delclaux de la Sota as a Board member as a proprietary director.**

In accordance with article 26 of the Articles of Association, re-elect Mr Ramón Delclaux de la Sota as a Board member, for a period of four years.

Mr Ramón Delclaux de la Sota is a Proprietary Director.

It is noted that the Board of Directors has prepared a report justifying the resolution submitted here.

**REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM EIGHT OF THE AGENDA FOR THE ANNUAL GENERAL MEETING.**

**1.- OBJECT OF THIS REPORT.**

section 529 (x) of the current Spanish Companies' Law ("Ley de Sociedades de Capital") contains a requirement, among others, that the RESOLUTION to appoint or re-elect Board members of the listed company be accompanied by a justifying report prepared by the Board assessing the skills, experience and merits of the candidate proposed.

The purpose of this report is to comply with the aforementioned rule. It has been prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the RESOLUTION — which is submitted for the of approval the Company's General Meeting to be held on 28 May 2019 at 12 PM on first call and on 29 May 2019 at the same time on second call under agenda item eight.

**2.- JUSTIFICATION OF THE RESOLUTION.**

The Board of Directors has assessed the RESOLUTION to re-elect Mr Ramón Delclaux de la Sota as a proprietary director based on the favourable report of the Board of Director's Appointments and Remuneration Committee, as well as the current rules of the Board Regulations related to the suitability of the directors of Vidrala S.A.

Likewise, the Board of Directors has analysed the current composition of the Board and its needs, assessing the conditions that directors must meet to discharge their duties and the dedication required to carry out their duties satisfactorily.

Mr Ramón Delclaux de la Sota, born in Bilbao, has a degree in economics and business from the Colegio Universitario de Estudios Financieros (CUNEF). He has developed his professional career in the financial sector where he has accumulated 25 years of experience working for the bank, BBVA, discharging duties related to the areas of corporate banking for large companies, capital markets, structured financing solutions and, more recently, global banking transactions, cash management and digital transformation.

As a conclusion to the foregoing, and taking into account the RESOLUTION made to that end by the Appointments and Remuneration Committee, the Board of Directors of Vidrala considers that Mr Ramón Delclaux de la Sota has the skills, experience and merits necessary for the purpose of proposing his re-election to the Company's Annual General Meeting as a Board member, as a proprietary director, for the statutory period of four years.

**3.- COMPLETE TEXT OF THE RESOLUTION SUBMITTED TO THE ANNUAL GENERAL MEETING FOR DELIBERATION AND A DECISION.**



***“EIGHT.- Re-election, after completion of the period of his appointment, of Mr Ramón Delclaux de la Sota as a Board member as a proprietary director.***

*In accordance with article 26 of the Articles of Association, re-elect Mr Ramón Delclaux de la Sota as a Board member, for a period of four years.*

*Mr Ramón Delclaux de la Sota is a Proprietary Director.*

*It is noted that the Board of Directors has prepared a report justifying the resolution submitted here.”*

***Llodio, 16 April 2019***



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION IN RELATION TO AGENDA ITEM NINE**

**NINE.- Re-election, after completion of the period of its appointment, of NORONHA GALLO SGPS, S.A. as a member of the Company's Board of Directors as a proprietary director.**

In accordance with article 26 of the Articles of Association, re-elect NORONHA GALLO SGPS, S.A. as a Board member, for a period of four years.

NORONHA GALLO SGPS, S.A. is a proprietary director.

It is noted that the Board of Directors has prepared a report justifying the resolution submitted here.





## **REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM NINE OF THE AGENDA FOR THE ANNUAL GENERAL MEETING.**

### **1.- OBJECT OF THIS REPORT.**

section 529 (x) of the current Spanish Companies' Law ("Ley de Sociedades de Capital") contains a requirement, among others, that the RESOLUTION to appoint or re-elect Board members of the listed company be accompanied by a justifying report prepared by the Board assessing the skills, experience and merits of the candidate proposed.

The purpose of this report is to comply with the aforementioned rules. It has been prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the RESOLUTION — which is submitted for the approval of the Company's General Meeting to be held on 28 May 2019 at 12 PM on first call and on 29 May 2019 at the same time on second call under agenda item nine.

### **2.- JUSTIFICATION FOR THE RESOLUTION.**

The Board of Directors has assessed the RESOLUTION to re-elect NORONHA GALLO SGPS, S.A. as a proprietary director based on the favourable report of the Board of Director's Appointments and Remuneration Committee, as well as the current rules of the Board Regulations related to the suitability of the directors of Vidrala S.A.

Likewise, the Board of Directors has analysed the current composition of the Board and its needs, assessing the conditions that directors must meet to discharge their duties and the dedication required to carry out their duties satisfactorily.

NORONHA GALLO SGPS, S.A., S.A. represents Mr Manuel Gallo, ultimate holder of approximately 3.63% of the share capital of Vidrala S.A., and, accordingly, qualifies as a proprietary director.

The natural person representative of NORONHA GALLO SGPS, S.A. is Rita Maria de Noronha e Melo Santos Gallo. Born in Lisbon, she holds a degree in management from the Lusíada University in Lisbon and obtained a postgraduate degree in financial management from the same university. She developed her professional career in marketing, with a special focus on audiovisual media and new technologies. She has worked on, among others, tasks related projects such as "Arte Corebusiness - Gestão de Exhibit e Publicidade Lda Utopia Filmes", "Lisboa 94 – Capital Europeia da Cultura" and "Portfruit - Sociedade Portuguesa de Exportação de Legumes e Frutas Lda".

As a conclusion to the foregoing, and taking into account the RESOLUTION made to that end by the Appointments and Remuneration Committee, the Board of Directors of Vidrala considers that NORONHA GALLO SGPS, S.A., through its representative, has the skills, experience and merits necessary for the purpose of proposing his re-election to the Company's Annual General Meeting as a Board member, as a proprietary director, for the statutory period of four years.

3.- **COMPLETE TEXT OF THE RESOLUTION SUBMITTED TO THE ANNUAL GENERAL MEETING FOR DELIBERATION AND A DECISION.**

**"NINE.-** *Re-election, after completion of the period of its appointment, of NORONHA GALLO SGPS, S.A. as a member of the Company's Board of Directors as a proprietary director.*

*In accordance with article 26 of the Articles of Association, re-elect NORONHA GALLO SGPS, S.A. as a Board member, for a period of four years.*

*NORONHA GALLO SGPS, S.A. is a proprietary director.*

*It is noted that the Board of Directors has prepared a report justifying the resolution submitted here."*

**Llodio, 16 April 2019**



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION IN RELATION TO AGENDA ITEM TEN**

**TEN.- Annual Report on the Remuneration of Directors of Vidrala S.A. for submission to the General Meeting for an advisory vote.**

Following a report from the Appointments and Remuneration Committee, in its meeting on 26 February 2019, the Board of Directors of Vidrala, S.A. prepared an annual report on the remuneration of directors for the purposes envisaged in section 541 of the Spanish Companies' Law ("Ley de Sociedades de Capital").

In accordance with the aforementioned law, this annual report on the remuneration of directors is submitted to an advisory vote and as a separate agenda item.

The Annual Report on Directors Remuneration, which is made available to shareholders, is submitted to the General Meeting for an advisory vote.



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION IN RELATION TO AGENDA ITEM ELEVEN**

**ELEVEN.- Information related to the amendments made to the Company's Board Regulations.**

Following a report from the Audit Committee, in its meeting on 16 April 2019, the Board of Directors of Vidrala, S.A. approved certain amendments to the Board Regulations, as well as a new revised text thereof, in order to introduce certain technical improvements and adapt it to best practices.

Therefore, the following are substantially amended: section 1 (introducing technical improvements), section 5 (introducing the Board's assessment process), section 6 (introducing technical improvements), section 19 (introducing technical improvements related to the process of calling Board meetings and the Board's annual schedule), section 21 (introducing technical improvements related to approval of the minutes), section 22 (introducing improvements related to the director selection process and policy), section 23 (introducing improvements related to the director re-election process), section 24 (introducing technical improvements related to the removal of directors, adjusting the resignation age), section 26 (introducing technical improvements), section 30 (introducing technical improvements related to director's general obligations), section 33 (introducing technical improvements) and section 43 (introducing technical improvements).

This information is submitted to the Annual General Meeting for information purposes.



**VIDRALA, S.A.**

**ANNUAL GENERAL MEETING NOTICE**

**28 MAY 2019**

**RESOLUTION IN RELATION TO AGENDA ITEM TWELVE**

**TWELVE.                    Delegation of powers for the implementation of the  
aforementioned resolutions.**

Expressly authorise the Company's Board of Directors, with express powers of substitution, with the breadth necessary under law to fully implement the resolutions of this General Meeting, as well as to remedy, clarify, refine or complete the aforementioned resolutions in accordance with the verbal or written qualification of the Mercantile Registrar and, in particular, indistinctly or jointly and severally, Mr Carlos Delclaux Zulueta and Mr José Ramón Bercívar Mutiozábal, the Chairman of the Board and Secretary of the Board, respectively, so that they may appear before a Notary to execute the corresponding public deed, taking any actions necessary to ensure that the resolutions of the General Meeting that can be registered are registered in the Mercantile Registry.