

**TO THE NATIONAL SECURITIES MARKET COMMISSION -**  
**(COMISION NACIONAL DE MERCADO DE VALORES)**  
**DISCLOSURE OF RELEVANT INFORMATION**

**VIDRALA, S.A.**

**BONUS SHARE ISSUE 2019**

In accordance with article 17 of Regulation (EU) N° 596/2014 on market abuse and article 228 of Royal Legislative Decree 4/2015 of 23 October, approving the consolidated text of the Spanish Securities Market Act (Ley del Mercado de Valores), and related provisions, VIDRALA S.A. ("**VIDRALA**" or the "**Company**") announces that further to the resolution passed by the General Shareholders' Meeting on 28 May 2019, the Board of Directors of VIDRALA has agreed to implement a bonus share issue out of free reserves with the intention of allocating them free of charge to Company shareholders in a proportion of (1) new share for every twenty (20) Company shares held, in the following terms:

- (i) The amount of the capital increase totals to **ONE MILLION THREE HUNDRED AND TWENTY-SEVEN THOUSAND SEVEN HUNDRED AND THIRTY-SIX EUROS AND FOUR CENTS (€1,327,736.04)**;
- (ii) A total of **ONE MILLION THREE HUNDRED ONE THOUSAND SEVEN HUNDRED AND TWO (1,301,702)** ordinary shares in the sole class and series of the company with a par value of **ONE EURO AND TWO CENTS (€1.02)** each will be issued and placed in circulation.

The amount of the capital increase has been calculated in accordance with the fifth resolution passed at the aforementioned General Shareholders' Meeting by (a) multiplying the par value of each Vidrala share of ONE EURO AND TWO CENTS (€1.02) by (b) the number of new Company shares determined in a proportion of one (1) new share for every twenty (20) shares outstanding at the time the capital increase takes place.

As from the date of their registration on the Iberclear accounting registers, the new shares will grant their holders the same voting and economic rights as the remaining company shares. They will therefore have the right to collect the dividends that may be declared subsequent to the date of registration of the shares on the accounting record of shares issued in book-entry form.

Attached to this communication is the Report required by article 41.1.d) and article 26.1. e) of Royal Decree 1310/2005 of 4 November on the matter of admission to trading on official secondary markets.

It is expected that the announcement on the capital increase will be published in the Official Gazette of the Mercantile Registry next Friday, 25 October 2019, so that the free of charge allocation rights may be exercised during fifteen (15) calendar days as from that date, that is to say, from **28 October 2019 until 11 November 2019, both dates inclusive.**

Llodio, 21 October 2019

José Ramón Berecibar Mutiozábal

Secretary to the Board of Directors.



## BONUS SHARE ISSUE 2019

### REPORT REQUIRED BY SECTION 41.1.D) AND SECTION 26.1. E) OF ROYAL DECREE 1310/2005 OF 4 NOVEMBER ON THE MATTER OF ADMISSION TO TRADING ON OFFICIAL SECONDARY MARKETS.

The General Shareholders' Meeting of Vidrala S.A. ("**Vidrala**" or "**the Company**") agreed on 28 May 2019 -item six in the agenda- on a capital increase (the "Capital Increase Agreement") in the amount calculated in accordance with the terms of the resolution, by means of the issue of new ordinary shares each with a par value of ONE EURO AND TWO CENTS (€1.02), with no issue premium, in the same class and series as those currently outstanding, out of free reserves with the intention of allocating them free of charge to Company shareholders in a proportion of (1) new share for every twenty (20) Company shares held.

In addition, by means of that same Capital Increase Agreement and pursuant to article 297.1.a) of the Spanish Corporate Enterprises Act (Ley de Sociedades de Capital) powers have been delegated to the Board of Directors, with express authority to be replaced in such powers, to (i) indicate the date when the capital increase is to take place, within one year from the passing of the resolution on the Capital Increase Agreement, and to set the schedule for execution of the capital increase; and (ii) to set the conditions for the Capital Increase in all those matters not envisaged in the Capital Increase Agreement.

In view of the above, the Board of Directors of the Company has resolved to proceed to implement the capital increase and issue the new bonus shares in accordance with the terms established in this document.

The issue of new shares is being carried out in accordance with Royal Decree 1310/2005 of 4 November regulating the partial implementation of Law 24/1988 of 28 July, the Spanish Securities Market Act (Ley del Mercado de Valores) on the matter of admission to trading on official markets, public offering for sale or subscription and the prospectus required for such purposes ("Royal Decree 1310/2005").

The shares to be issued will be delivered free of charge to current Vidrala shareholders, so that it will not be necessary to prepare and register the Informative Prospectus required by Title II of the aforementioned Royal Decree 1310/2005, and in particular in accordance with articles 26.1. e) and 41.1.d) "*as long as such shares are of the same class as those already admitted to trading in the same market and that a document is available containing information on the number and nature of the shares and the reasons and details of the offer.*"

To these ends, Vidrala S.A makes the following information available:

#### **1.- Calculation of the amount of the capital increase. Number and nature of the securities.**

The amount of the capital increase has been calculated pursuant to the sixth item on the agenda passed at the General Shareholders' Meeting held on 28 May 2019 by (a) multiplying the par value of each Vidrala share of ONE EURO AND TWO CENTS (€1.02) by (b) the number of new Company shares determined in a proportion of ONE (1) new share for every TWENTY (20) shares outstanding at the time the capital increase takes place.

As at the date of the implementation of the capital increase there are a total of TWENTY-SIX MILLION THIRTY-FOUR THOUSAND AND FIFTY-NINE (26,034,059) shares outstanding, the proportion of one new share for every 20 outstanding shares requires the issue of **ONE MILLION THREE HUNDRED ONE THOUSAND SEVEN HUNDRED AND TWO (1,301,702)** new ordinary shares each with a par value of ONE EURO AND TWO CENTS

(€1.02) belonging to the single class and series of company shares, represented in book entry form.

The amount of the capital increase will therefore be **ONE MILLION THREE HUNDRED AND TWENTY-SEVEN THOUSAND SEVEN HUNDRED AND THIRTY-SIX EUROS AND FOUR CENTS (€1,327,736.04)**.

**2.- Purpose of the capital increase.**

On the basis of the proposal by the Board of Directors, the General Shareholders' Meeting has considered this transaction to be of significant interest to the Company, being justified for the following reasons:

- 1.- The Company will be able to reward its shareholders while at the same time retaining the resources necessary to embark on new projects that will generate value for the shareholders.  
  
The Company will therefore remain true to its aim to create value for its shareholders.
- 2.- The increased volume of Company shares outstanding will help develop greater stock market liquidity for VIDRALA S.A. shares.
- 3.- The action will strengthen the structure of own funds derived from the capitalisation of the reserves.

In addition, it will allow the shareholders to benefit from the favourable tax treatment applicable in the case of bonus issues.

**3.- Characteristics of the capital increase.**

- Amount of the capital increase: **ONE MILLION THREE HUNDRED AND TWENTY-SEVEN THOUSAND SEVEN HUNDRED AND THIRTY-SIX EUROS AND FOUR CENTS (€1,327,736.04);**
- Number of new shares to be issued: **ONE MILLION THREE HUNDRED ONE THOUSAND SEVEN HUNDRED AND TWO (1,301,702);**
- Par value of the shares: ONE EURO AND TWO CENTS (€1.02);
- Representation: The new shares will be represented by book entries and will be governed by securities market regulations, with the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores S.A. ("**Iberclear**") and its member entities being responsible for carrying the accounting record.
- Type of issue: The issue will be made at par, that is to say, ONE EURO AND TWO CENTS (€1.02) per share. The issue will be made against the "Voluntary Reserves" account –use of which can be made freely – that at 31 December 2018 totalled 192,206 thousand euros.
- Balance sheet used as a basis for the transaction: The balance sheet used as a basis for the transaction corresponds to the year ended 31 December 2018 duly audited by Ernst & Young Auditores, S.L. and approved by the Ordinary Shareholders' Meeting on 28 May 2019. Pursuant to the terms of article 303.2 of the Spanish Corporate Enterprises Act, the date to which this balance sheet refers, 31 December 2018, is included within the six (6) months immediately preceding the capital increase agreement.

**4.- Free bonus share right.**

All the shares issued under this agreement will be assigned without charge to the Company shareholders in a proportion of ONE (1) new share for every TWENTY (20) shares they hold.

The right to free allocation will be transferrable in the same conditions as the shares from which they derive.

During the term of negotiation of the rights to free allocation, their holders may opt between: (a) receiving shares from the new issue by the Company; or (b) transferring in the market all or part of the rights to free assignment to which they have a right; all according to the above. In addition, during this period free allocation rights will be able to be acquired on the market.

For these purposes, Company shareholders will be considered to be all those natural or legal persons who at the end of the day immediately prior to the start of the period for free allocation referred to in the following paragraph are recorded as company shareholders on the accounting records of the Iberclear member entities.

**5.- Period for the allocation and transfer of the rights to free allocation on the Stock Exchange.**

The free allocation rights may be exercised during a period of fifteen (15) calendar days counted as from the day following the publication of the announcement of the capital increase in the Official Gazette of the Mercantile Registry and on the Company web page [www.vidrala.com](http://www.vidrala.com).

The allocation of the shares under the capital increase may be processed through any of the entities adhered to Iberclear.

**6.- Unsubscribed shares**

If there are shares that are not allocated, a share deposit will be established that will be maintained for three years as from the end of the free allocation period. At the end of that term, the shares will be able to be sold by the Company for account and risk of the interested parties pursuant to article 117 of the Spanish Corporate Enterprises Act, and the net proceeds from the sale after deduction of expenses of the sale and the earlier deposit, will be deposited in the Bank of Spain or the Caja General de Depósitos at the disposal of the interested parties.

**7.- Disbursement**

The capital increase is by means of the issue of bonus shares, there is no disbursement required from shareholders. The disbursement will be made against the "Voluntary reserves" account –use of which can be made freely – that at 31 December 2018 totalled 192,206 thousand euros.

The disbursement of the capital increase will be considered to have taken place when the Board of Directors of Vidrala, or by delegation any of the persons authorised for the purpose, once the period for free allocation has ended, formally records the application of the balance of the aforementioned voluntary reserves to the capital of the company in the amount of the increase, all of which notwithstanding the execution of the corresponding public deed and its registration with the Mercantile Registry.

**8.- Rights of the new shares.**

As from the date of recording on the Iberclear accounting records, the new shares will grant their holders the same voting and economic rights as the rest of the Company shares. Consequently, they will have the right to receive the dividends that are declared subsequent to the date of registration of the allocation of the shares on the book entry register.

**9.- Request for listing**

Vidrala will request admission to official listing via the Spanish Stock Markets Interconnection System (*Sistema de Interconexión Bursátil*) on the Bilbao and Madrid



Stock Exchanges for the shares issued under the capital increase agreement following compliance with the applicable regulatory requirements.

**10.- Entities where the allocation can be processed**

The allocation of the new shares will be processed during the period for free allocation through any entity participating in Iberclear on the accounting records of which the Vidrala shares are recorded that give rise to the free allocation rights.

**11.- Expenses and commissions.**

The capital increase will take place free of expenses and commission as regards the allocation of the new shares being issued. Vidrala will bear the costs of issuance, subscription, placing in circulation, admission to listing and any other costs related to the capital increase.

Notwithstanding the above, the Company's shareholders and the holders of free allocation rights must bear in mind that the Iberclear entities where their shares and free allocation rights are deposited will, in accordance with the terms of current regulations, be able to freely determine their commissions and charges for the handling of purchase and sale orders for the free allocation rights.

**12.- Estimated time-frame**

The estimated time-frame for the transaction is as follows:

**25 October 2019:** Publication of the announcement of the capital increase in the Official Gazette of the Mercantile Registry.

**28 October 2019:** Start of the period for negotiation of the free allocation rights.

**11 November 2019:** End of the period for negotiation of the free allocation rights.

Both this document and any other document that might complement it will be available on the corporate website of Vidrala ([www.vidrala.com](http://www.vidrala.com)) and on the web page of the National Securities Market Commission ([www.cnmv.es](http://www.cnmv.es)) as from the date of publication.