



## **CORPORACIÓN FINANCIERA ALBA, S.A. (March Group)**

### **ANNOUNCEMENT OF AN ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

The Board of Directors of Corporación Financiera Alba, S.A., in its meeting of 12 May 2017 and with due input from its legal counsel, has decided to call an Ordinary and Extraordinary General Shareholders' Meeting for 19 JUNE 2017 (FIRST CALL) or, if necessary, on 20 June 2017 (second call), AT 1.00 P.M. at the Company's registered address at Calle Castello 77, Madrid. The meeting is convened in order to discuss the following items on the

#### **AGENDA**

1. To examine and approve (as applicable) the annual accounts, both separate and consolidated, for the financial year ending 31 December 2016.
2. To approve the management of the Board of Directors for said financial year.
3. To approve the proposed distribution of profit and payment of dividends.
4. To increase the share capital with a charge to reserves, by means of an issue of new, ordinary shares of the same class and series as those currently in circulation, in order to enable a flexible dividend.
5. To reelect and determine the category of the Company's directors. (Separate vote of the following proposed resolutions): 5.1 To re-elect Mr. José Domingo de Ampuero y Osma; 5.2 To re-elect Ms. Cristina Garmendia Mendizábal; 5.3 To re-elect Mr. José Ramón del Caño Palop.
6. Annual report on Directors' Remuneration.
7. The amendment of the Directors' Remuneration Policy modify and the updating of the maximum amount of the annual remuneration of the company's directors. (Separate vote for each of the proposed resolutions).
8. Variable remuneration system linked to share price.

9. To authorise the acquisition of treasury shares, within the limits and in accordance with the requirements stipulated in the Spanish Capital Companies Act, and (where applicable) to reduce the share capital.
10. To authorise the execution of the resolutions adopted at the Meeting.
11. To approve the Minutes.

#### **ATTENDANCE:**

The right to attend, speak and vote at the Meeting is extended to those holders of 25 or more shares who meet the requirements stipulated in the Articles of Association, have been entered in the Register of Book-Entry Shares administered by the Management Corporation for Systems pursuant to the Registration, Settlement and Clearing of Securities (*Sociedad de Gestion de los Sistemas de Registro, Compensacion y Liquidacion de Valores* - IBERCLEAR) and its constituent members at least five days prior to the date of the Meeting in question (i.e. as of 13 June 2017), and who hold an attendance card issued by the Company or IBERCLEAR (or one of its constituent members) in accordance with the provisions of the General Shareholders Meeting Regulations, the Company's Articles of Association and the Spanish Capital Companies Act with regard to shareholder associations, representation and other matters related to the holding of the Meeting.

#### **REPRESENTATION:**

Those shareholders not attending the General Shareholders' Meeting may be represented therein via proxy (said proxy does not have to be a shareholder), provided the requirements and formalities stipulated in the Spanish Capital Companies Act, the Company's Articles of Association and the General Shareholders' Meeting Regulations are met.

The representation card must be duly filled out and signed by the shareholder. The cards for attendance, representation and distance voting may be used by shareholders to attend the General Shareholders Meeting in person or to cast their vote via a representative or by other remote means. If, for whatever reason, these cards are not available, on the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)) shareholders can find templates of the attendance, representation and distance voting cards.

Representation is not permanent and can always be revoked. Personal attendance by the shareholder at the General Shareholders' Meeting shall be considered revocation of such.

The representative must present his/her authorisation on the day and at the location of the Meeting, and identify him/herself via National ID Card or other

appropriate official document. If s/he is representing a legal personality, s/he must also present the deed granting power of representation. The representative must also have accepted the conferral of representation by signing the corresponding authorisation.

Each share, whether present or represented at the Meeting, grants the right to one vote.

Any delegation of rights that does not specify the name of the representative (whether in the form of a natural person or legal personality) shall be understood as having been conferred upon the Chair of the Board of Directors. This rule does not signify that the Chair of the Board of Directors or any other director has made a public request for representation by announcing this General Shareholders Meeting.

If the representation conferred does not contain any precise instructions regarding voting, it shall be understood that the instruction is to vote in favour of the proposals put forward by the Board of Directors.

Unless indicated otherwise in the conferral of representation, it shall be understood that the corresponding rights also extend to proposals concerning matters not specified in the Agenda. If the conferral does extend to such proposals, it shall be understood that the representative is instructed to vote against them, unless said conferral indicates otherwise.

If the nominated representative is one of the Company's directors, s/he may find him/herself facing a potential conflict of interest with regard to items 2, 5, 6, 7 and 8 on the Agenda.

If the duly nominated representative (or the Chair of the Board of Directors, if no specific representative has been named) faces a conflict of interest regarding the vote for any of the proposals (whether they are specified in the Agenda or otherwise) to be presented at the Meeting, and if the grantor has not given precise voting instructions for the proposal(s) in question, it shall be understood that the power of representation is then transferred onto the Secretary of the Board of Directors. In any event, if the nominated representative is the Secretary of the Board of Directors, s/he may find him/herself facing a potential conflict of interest with regard to items 2, 5, 6, 7 and 8 on the Agenda.

A conflict of interest shall be deemed to exist in the event that the Meeting is invited to consider matters that are not on the Agenda and concern the withdrawal or filing of a corporate social liability action against the representative, if s/he is, in turn, a director of the Company.

## **REPRESENTATION AND DISTANCE VOTING:**

Representation or distance voting may be conferred via the following means:

## Post

To confer representation or vote by post, shareholders must fill out and sign the representation/distance voting card (as appropriate) that has been issued by the Company or the IBERCLEAR member with which the shareholder has deposited his/her shares. Once the card has been filled out and signed it must be posted to the Company at Corporación Financiera Alba, S.A. (Junta General de Accionistas 2017), Castelló 77, 28006 Madrid. It must be sent by certified post with acknowledgement of receipt. It can also be delivered via other means, provided acknowledgement of receipt is always given.

## Email

Representation must be conferred (or, where applicable, electronic votes must be cast) via the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)) in accordance with the corresponding instructions specified in the section entitled Junta General de Accionistas 2017, or by sending an email to [juntageneralalba@corporacionalba.es](mailto:juntageneralalba@corporacionalba.es). In order to accredit shareholders' identities and ownership of their shares, those who wish to vote or nominate a representative by electronic means must provide the following:

1. Accreditation issued by IBERCLEAR or its constituent members, specifying the number and owner of the shares.
2. Photocopy of his/her National ID Card or any other appropriate official document (and the deed granting power of representation, if s/he is representing a legal personality).

If, at any moment, the Company has any reasonable doubts regarding the shareholder's accreditations or shareholding, it may ask said shareholder to provide any information or documents it sees fit in order to verify the details stipulated herein.

Shareholders may revoke the aforementioned conferral of representation or distance voting by expressly terminating said conferral using the same means specified above.

## Rules Governing Representation and Distance Voting

- 1) Electronic voting and representation services shall be available to shareholders from 12.00 noon onwards on 12 May 2017.
- 2) Representatives that have been nominated and votes that have been cast by post, electronically or via other remote means must be received by the Company at least 24 hours prior to the start time of the General Shareholders'

Meeting (first call), i.e. prior to 1.00 p.m. on 18 June 2017. Otherwise, the conferral of representation or distance vote shall not have any effect.

3) On the day and at the location of the General Shareholders' Meeting, the nominated representatives must identify themselves via National ID Card or other appropriate official document, and accept the conferral of representation by signing the corresponding authorisation.

4) Those shareholders who cast a postal or electronic vote shall be considered present at the Meeting for the purposes of quoracy.

5) The validity of the representation shall be subject to confirmation by the Company of the grantor's status as shareholder.

6) If a shareholder has conferred several representations under the same shareholding, the most recent conferral shall prevail; or, if the date of conferral cannot be determined, the most recent conferral received by the Company shall prevail.

7) If a shareholder has cast his/her vote several times under the same shareholding, the most recently cast vote shall prevail; or, if the casting date cannot be determined, the most recent vote received by the Company shall prevail.

8) Votes cast remotely shall render ineffective any written or electronic conferral of representation, whether of a prior nature (which shall be considered revoked) or subsequent nature (which shall be considered null).

9) If a shareholder has previously nominated a representative or cast a vote remotely, but subsequently attends the Meeting, said nomination or vote shall be rendered ineffective.

10) Shareholders with the status of legal personalities may discuss with the Company the possibility of adopting, where appropriate and with due guarantees, voting and representation mechanisms that are tailored to suit their specific circumstances.

11) Shareholders hold exclusive responsibility for the guardianship of their electronic signatures.

12) The Company reserves the right to modify, suspend, cancel or restrict electronic voting and representation systems for technical or security reasons. The Company shall not be held liable for any damages or detriment that may be suffered by shareholders as a result of the unavailability of its website, or as a result of breakdowns, overloads, line disruptions, connection faults, malfunctioning of the postal service, or any other occurrence of a similar nature

outside of the Company's control, which hinders or impedes the use of said electronic voting and representation systems.

## **RIGHTS TO INFORMATION:**

From the date of this announcement onwards, and up until the day of the General Shareholders' Meeting itself, shareholders can access the documents listed below at the Company's registered address (Calle Castelló 77, Madrid) and on its website ([www.corporacionalba.es](http://www.corporacionalba.es)):

- The announcement calling the General Shareholders' Meeting.
- The total number of shares and voting rights as of the date of the announcement.
- The management reports, annual accounts (annual report, balance sheet, profit and loss account, statement of changes in equity and cash flow statement), the accounts auditors report and the proposed application of profits and distribution of dividends for the 2016 financial year.
- The report on the independence of the auditor.
- The report on corporate governance in 2016.
- The report on Directors' Remuneration in 2016.
- The report on sustainability in 2016.
- The reports issued by the Board of Directors in relation to items 4 and 9 on the Agenda.
- The report on the Audit and Compliance Committee's activities in 2016.
- The Audit and Compliance Committee's report on related operations in 2016.
- The report on the Appointment and Remuneration Committee's activities in 2016.
- The report on the Operations Committee's activities in 2016.
- The Appointment and Remuneration Committee's report on the amendment of the Directors' Remuneration Policy.
- The proposed resolutions to be presented at the General Shareholders' Meeting. Additionally, as and when they are received, the shareholders' own proposed resolutions to be presented at the Meeting shall be made available.
- With regard to the reelection of directors, shareholders shall have access to information on: their identities, CVs, directorial category, the report by the Board of Directors justifying their nomination and the report by the Appointment and Remuneration Committee.
- The forms that must be used for nomination of representatives and distance voting.

At the shareholders' request, these documents can be printed and sent to them free of charge.

Pursuant to Article 520 of the Spanish Capital Companies Act, shareholders may also request from the directors, in writing and up to five days prior to the

date of the General Shareholders' Meeting (or verbally over the course of the Meeting), any reports, responses to questions or clarifications concerning the items on the Agenda, the auditors' report and/or any publicly accessible information that the Company may have submitted to the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the date of the last General Shareholders' Meeting (8 June 2016). When requesting information, the applicant must also provide documentary accreditation of their identity (via National ID Card or other appropriate official means of identification) and, for legal personalities, sufficient accreditation of the power of representation conferred. The applicant must also accredit his/her status as a shareholder and provide sufficient information (i.e. number of shares and depository) for said status to be verified by the Company. Valid requests for information, clarifications, written questions and the written responses thereto shall be published on the Company's website.

### **SPECIAL INFORMATION SERVICES:**

Pursuant to Article 539 of the Spanish Capital Companies Act, the Company has created a website, [www.corporacionalba.es](http://www.corporacionalba.es), to enable shareholders to exercise their right to information and to distribute the relevant information as stipulated in the legislation governing the securities market. Shareholders can visit the website to obtain more detailed information on how to exercise their right to attend and vote at the General Shareholders' Meeting, in accordance with the procedures specified elsewhere in this announcement.

From the date of publication of this announcement up until 1.00 p.m. on 19 June 2017, the website shall also host a Shareholders' Online Forum, which shareholders may access individually or through any voluntary associations they may form, and with all due guarantees, in order to enable communication prior to the holding of the General Shareholders' Meeting. The website also contains the rules and conditions (approved by the Board of Directors) that govern the operation and use of the Forum and which shareholders must abide by. In order to access the Forum, users must follow the instructions on the website to accredit their status as shareholders, and must identify themselves in accordance with the stipulations expressed in this announcement. The Forum may be used by shareholders to publish any proposals they wish to add to the Agenda as provided in the announcement, requests for support for said proposals, initiatives to reach the percentage required to exercise a minority right as provided for by law, and to publish any offers or requests for voluntary representation.

### **SUPPLEMENT TO THE ANNOUNCEMENT AND PRESENTATION OF PROPOSED RESOLUTIONS:**

Pursuant to Article 519 of the Spanish Capital Companies Act, shareholders representing at least 3% of the Company's share capital may request the publication of a supplement to this announcement, including one or more items

on the Agenda, provided that the new items are duly justified or, where applicable, are accompanied by a duly justified proposed resolution. This right must be exercised by means of an accredited notification sent to the Company's registered address (Calle Castelló 77, 28006 Madrid) within five days following the publication of this announcement.

Likewise, shareholders representing at least 3% of the Company's share capital may, within the same period as specified above, present adequately grounded proposals for items that are already included or should be included in the Agenda for the Meeting in question. The Company shall ensure that these proposals and any accompanying documentation are distributed accordingly, as soon as they are received, to the rest of the shareholders.

#### **BROADCAST OF THE GENERAL SHAREHOLDERS' MEETING:**

The General Shareholders' Meeting shall be broadcast live on the Internet via the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)).

#### **DATA PROTECTION:**

Personal data that shareholders provide to the Company in the course of exercising their right to access the Shareholders' Online Forum and attend (whether in person or via representative) or vote at the General Shareholders' Meeting, and the data supplied by the banking institutions and securities companies with which said shareholders have deposited their shares via IBERCLEAR (the body that is legally authorised to operate the Register of Book-Entry Shares), shall be processed in order to manage, fulfill and monitor the existing shareholder relationship. Shareholders are hereby informed that said data shall be incorporated into a computerised database owned by the Company, and that they may exercise their right to access, rectify, cancel and oppose their data under the terms of the Spanish Data Protection Act (*Ley Organica de Protección de Datos de Carácter Personal 15/1999*) by writing to the Company's General Administrative Office at Calle Castelló 77, 28006 Madrid.

#### **IT IS EXPECTED THAT THE MEETING SHALL BE HELD AT FIRST CALL.**

Madrid, 12 May 2017. The Secretary of the Board of Directors.