



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

### **NOTICE OF GENERAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Board of Directors of Corporación Financiera Alba, S.A., at its meeting on 5 May 2015 and with the approval of its legal advisor, agreed to call the General and Extraordinary Shareholders' Meeting of said Company, to be held on 10 JUNE 2015 AT FIRST CALL, and failing first call, the next day, on 11 June 2015, at 1.00 pm, in either case at the Company's registered office at calle Castelló 77, Madrid, to discuss and decide on the following matters:

#### **AGENDA**

- 1.- To examine and, if applicable, approve the individual and consolidated financial statements for the financial year ended 31 December 2014.
- 2.- To approve the work of the Board of Directors during the year.
- 3.- To approve the proposed allocation of profit and payment of dividends.
- 4.- Capital increase against reserves ("remaining"), by issuing new ordinary shares of the same class and series as those currently outstanding (to implement a "flexible dividend").
- 5.- To determine the number of Directors, and appointment, re-election, ratification and category of Directors.
- 6.- Modification of the Bylaws (Articles: 15, 16, 21, 22, 24, 29 and 31 -regarding the General Meeting; 33, 35, 36, 37, 38, 39, 41, 42, 44, 44 bis and 45 - regarding the Board of directors; 47 - regarding the audit Commission and 47 bis -related to the Commission on Appointments and Remuneration).
- 7.- Changing in the regulations of the General Meeting (Articles: 5 "Functions"; 7 "right to information"; 8 "Assistance"; 14 "Vote"; 17 "extraordinary meetings"; 18 "Call "; 19 "Information available to shareholders"; 21 "special cases"; 25 "Interventions"; 26 "Adoption of resolutions"; 31 "Applicable rules" and Final disposal 1 "Interpretation").
- 8.- Information on the amendment of the Regulations of the Board.
- 9.- To receive the Annual Report on the Remuneration of Board Members.

10.- Approval of the remuneration policy of Directors and approval of the maximum amount of the annual remuneration of all the Directors in their capacity as such.

11.- Variable remuneration system linked to the value of the shares.

12.- Contribution of essential assets to a company wholly owned by a segregation

13.- To authorize the purchase of own shares, subject to the limits and requirements of the Law on Corporations, and to reduce the Company's share capital, as appropriate.

14.- To authorize the Board to implement the resolutions adopted by the Meeting.

15.- Approval of the minutes.

#### **ATTENDANCE:**

To attend, speak and vote at the General Meeting, a shareholder must hold 25 or more shares and meet the requirements established in the Articles of Association. The shareholder must be listed in the Book Entries Register of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR) and its participating institutions at least five days prior to the date of the meeting (i.e. by 4 June 2015) and must have received, through IBERCLEAR or the participating institution, the attendance card issued by them, or by the Company. Said shareholder is subject to the provisions of the Regulations of the General Meeting, the Articles of Association and the Law on Corporations in respect of grouping, proxies and other aspects concerning the conduct of the General Meeting.

#### **PROXIES:**

Those shareholders who do not attend the General Meeting may be represented by a proxy (who does not have to be a shareholder), provided the requirements and formalities established in the Regulations of the General Meeting, the Articles of Association and the Law on Corporations are met.

The proxy card must be completed and signed by shareholder. Attendance, proxy and remote voting cards may be used by shareholders both to attend the General Meeting in person and to vote by proxy or remotely. If said cards are not available, for whatever reason, model attendance, proxy and remote voting cards can be obtained from the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)). The granting of a proxy may be revoked at any time. Attendance in person at the Meeting by the principal shall have the effect of revoking any proxies.

The proxy document must be presented on the day and at the time of the General Meeting by the representative, who must show proof of identity by means of a National Identity Document or other official document suitable for this purpose (and the power of attorney letter if representing a legal entity), having signed said document in acceptance.

Every share confers one voting right, whether the shareholder is present in person or by proxy.

## **PROXIES AND REMOTE VOTING:**

The following channels may be used to grant proxies and cast remote votes:

### By post

To grant a proxy or vote by post, shareholders must complete and sign the proxy or remote voting card, as applicable, issued by the Company or by the IBERCLEAR participating entity where the shareholder's shares are deposited. Once completed and signed, the card must be sent by post to Corporación Financiera Alba, S.A. -Junta General de Accionistas 2014-, Castelló, 77, 28006, Madrid. The card must be sent by registered mail with advice of receipt. Other means may be used to deliver the card, provided an advice of receipt is obtained.

### Electronic channels

A proxy may be granted or electronic vote cast through the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)), following the instructions in the "General Shareholders Meeting 2014" section, or by e-mail: [juntageneralalba@corporacionalba.es](mailto:juntageneralalba@corporacionalba.es). To confirm their identity and ownership of the shares, shareholders who wish to vote or grant a proxy using an electronic channel must provide:

- 1.- Accreditation issued by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR) indicating the number and ownership of the shares.
- 2.- A photocopy of their National Identity Document or other official document suitable for this purpose (and the power of attorney letter if representing a legal entity).

If at any moment Corporación Financiera Alba, S.A. has any reasonable doubts as to the accreditation of the shareholder or the number of shares, the Company may request any other information or documentation it considers necessary to verify these points.

The proxy or remote vote may be revoked at any time on the express request of the shareholder by means of the same channels.

### Rules on proxies and remote voting

- 1) The electronic proxy and voting services will be available to shareholders from 12.00 noon on 5 May 2014.
- 2) Proxies and remote votes must be received by the Company 24 hours prior to the time of General Meeting at first call, i.e. before 1.00 pm on 10 June 2014, or the proxy or vote will not be considered valid.
- 3) On the day and at the time of the General Meeting, the designated representative must show proof of identity by means of a National Identity Document or other official document suitable for this purpose, and sign a document of acceptance.
- 4) Shareholders who issue a postal or electronic vote will be considered to be present for the purposes of the constitution of the General Meeting.
- 5) The validity of the proxy powers granted will be subject to confirmation by the Company of the represented shareholder's status.
- 6) If a shareholder grants various proxies in respect of the same shares, the last granted will prevail. If the issue date is not stated, the last authorization received by the Company will prevail.
- 7) If a shareholder casts various votes in respect of the same shares, the last cast will prevail. If the casting date is not stated, the last vote received by the Company will prevail.
- 8) Any remote vote cast will nullify any proxy granted electronically or in writing previously, in which case it will be deemed to have been revoked, or subsequently, in which case it will be held not to have been effected.
- 9) If the shareholder attends the General Meeting in person, any proxies previously granted or remote votes cast will be nullified.
- 10) Shareholders which are legal entities may contact the Company to discuss the possibility of adapting with the necessary guarantees, the distance voting and proxy mechanisms to their particular circumstances.
- 11) Shareholders are exclusively responsible for the stewardship of their electronic signatures.
- 12) The Company reserves the right to modify, suspend, cancel or restrict its electronic voting and proxy mechanisms for technical or security reasons. The Company will not be liable for any damage caused to the shareholder as a result of its website being unavailable, or due to any malfunctions, overloads, line or connection failures, postal delays or any other occurrence of this or a similar nature, beyond the control of the Company, which hinders or prevents the use of the electronic voting and proxy mechanisms.

## **THE RIGHT TO INFORMATION:**

From the date of this notice until the day of the General Meeting, the following paper documents will be available to shareholders at the Company's registered address (Calle Castelló 77, Madrid), or in electronic format from the Company's website ([www.corporacionalba.es](http://www.corporacionalba.es)):

- The notice of the Annual General Meeting.
- The total number of shares and voting rights at the date of the notice.
- The Management Reports, Annual Financial Statements (Notes to the Financial Statements, Balance Sheet, Income Statement, Statement of Changes in Net Equity and Cash Flow Statement) together with the Auditors' Report and the proposed allocation of earnings and distribution of dividends for 2014.
- Independence of the auditor Report
- Corporate Governance Report for 2014.
- Annual Report on Remuneration of Board Members in 2014.
- The reports issued by the Board of Directors in respect of points 4, 6, 7, 8 and 13 on the Agenda.
- The Audit Committee's 2014 Report.
- Report on the appointments and remuneration committee for 2014.
- The proposed agreements to be submitted to the General Meeting. Also, as in his case, they are received, will be made available to shareholders proposed resolutions submitted by shareholders.
- In connection with the appointment, ratification or re-election of Directors, it is available to shareholders information about: their identity, curriculum category, the explanatory report of the Board of Directors and the report of the Appointments and Remuneration Committee.
- Remuneration Policy for Directors of Corporación Financiera Alba, S.A. and the Report of the Appointments and Remuneration Committee on the remuneration policy of the Directors of Corporation
- The forms shareholders must use for proxies and remote voting.

Shareholders may request printed copies of the aforementioned documents, free of charge.

In accordance with the provisions of article 520 of the Law on Corporations, shareholders may request in writing from the Directors, up to five days prior to the date of the Meeting, or verbally during the Meeting, reports or clarifications, or ask questions concerning items included in the Agenda, the publicly available information submitted by the Company to the CNMV since the last General Meeting (11 June 2014), and the Auditors' Report. Such requests for information must be accompanied by documentary proof of the enquirer's identity by means of a National Identity Document or other official document suitable for this purpose, or, if representing a legal entity, proof that he/she is empowered to do so. The enquirer must also provide documentary proof of the shares held, providing sufficient information (number of shares and depository institution) so that this can be verified by the Company. Valid requests for

information, clarifications or inquiries made in writing and the written responses provided, will be included on the website of the Company.

### **SPECIAL INFORMATION TOOLS:**

In accordance with the provisions of article 539 of the Law on Corporations, the Company has a website, [www.corporacionalba.es](http://www.corporacionalba.es), where shareholders can exercise their right to access information and where the key information required under securities market law is published. Shareholders can obtain more detailed information from the website on their rights to participate and vote at the General Meeting, as indicated in other sections of this notice.

To facilitate communication prior to the General Meeting, the Company has created an Electronic Shareholders' Forum on its website which will be accessible from the date of this notice until 1.00 pm on 10 June 2015 by both individual shareholders and by any voluntary associations that may be formed. The rules and conditions which shareholders must comply with in order to use this Forum, as approved by the Board of Directors, are available from the Company's website. To access the Forum, shareholders must provide proof of their status as such, as indicated in the website, and must provide identification as provided for in this notice. Shareholders may use the forum to submit proposals for items to be added to the published Agenda, requests to be affiliated to such proposals, initiatives to reach the percentage required to exercise legally established minority rights, and voluntary proxy offers and requests.

### **SUPPLEMENTS TO THE NOTICE AND PRESENTATION OF PROPOSALS FOR DECISION:**

In accordance with the provisions of article 519 of the Law on Corporations, shareholders representing a minimum of five per cent of the total share capital may request that a supplement to this notice of the General Meeting be issued to include one or more additional items on the Agenda, provided that the new items are accompanied by the pertinent reasoning or a reasoned proposal for decision. The shareholders who wish to exercise that right must send certifiable notification to the Company, to be received at the Company's registered office (Calle Castelló, 77, 28006-Madrid) within the five days following publication of this notice.

Shareholders representing at least five per cent of the share capital may, within the same period as that mentioned in the previous paragraph, submit reasoned proposals for decision on items that are already included or that need to be included in the Agenda. The Company must ensure disclosure of those proposals for decision and distribute any attached documents to all the shareholders when received.

## **RETRANSMISSION OF THE GENERAL MEETING:**

The General Meeting will be broadcast live over the Internet, being able to access it through the website of the Company: [www.corporacionalba.es](http://www.corporacionalba.es)

## **DATA PROTECTION:**

The personal details provided by shareholders to the Company in order to exercise their rights to access the Electronic Shareholders' Forum, attend, grant proxies or vote at the General Meeting, or which are provided by the banking institutions or Securities Agencies and Companies with which the shareholders have deposited their shares, through IBERCLEAR, the legally authorized institution for registering book entries, will be used for the purposes of managing and monitoring relations with current shareholders and ensuring that all relevant obligations are complied with. Shareholders are advised that their details will be entered in an electronic record belonging to the Company and, in accordance with Organic Law 15/1999, on the Protection Of Personal Data, they may write to the Company's Secretary General at Calle Castelló 77, Madrid (28006), to exercise their right to access, rectify, cancel or object to the use their personal data.

## **THE GENERAL MEETING IS EXPECTED TO BE HELD AT FIRST CALL.**

**Madrid, 5 May 2015.** The Secretary of the Board of Directors.