

Annual Shareholders General Meeting. March 30, 2005



Share Capital: 77,645,809,12 Euros N° of Shares: 970,572,614 Quórum: 25,75%

	RESULTS	IN FAVOUR	AGAINST	ABSTAIN	RESULTS
1	To receive the Company's Annual Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2004.	249,928,823	-	-	Approved
2	To elect Leopoldo Fernández Pujals, as Director of the Company.	249,928,823	-	-	Approved
3	To elect José Ortiz Martínez, as Director of the Company.	249,928,823	-	-	Approved
4	To elect Rafael Conejos Miquel, as Director of the Company.	249,928,823	-	-	Approved
5	To elect Luis Carlos Croissier Batista, as Director of the Company.	249,928,823	-	-	Approved
6	To elect Javier Ibáñez de la Cruz, as Director of the Company	249,928,823	-	-	Approved
7	To elect José Luis Navarro Marqués, as Director of the Company.	249,928,823	-	-	Approved
8	To re-elect Luis Velasco Rodríguez, retired by rotation, as Director of the Company.	249,928,823	-	-	Approved
9	To approve the Director's Remuneration Report included in the Annual Report.	249,928,823	-	-	Approved
10	To increase the authorised ordinary share capital of the Company from £50,000 divided into 5,000,000 non-voting shares of £0.01 each and €102,082,569.52 divided into 1,276,032,119 ordinary shares of €0.08 each, to £50,000 divided into 5,000,000 non-voting shares of £0.01 each, and €130,000,000 divided into 1,625,000,000 ordinary shares of €0.08 each by the creation of 348,967,881 ordinary shares of €0.08 each.	249,877,423	51,400	-	Approved
11	To grant generally and unconditionally, subject to the passing of resolution 10, authority to the directors of the Company for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot up to an aggregate nominal amount of €56,715,621.92 of relevant securities (within the meaning of Section 80(2) of the Companies Act 1985). The authority contained in this resolution will expire on 30 March 2010 (save the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired). This authority shall replace any existing authority pursuant to the said Section 80, to the extent not utilised at the date on which this resolution is passed.	249,928,823	-	-	Approved
12	To re-appoint Deloitte & Touche LLP as Auditors of the Company to hold office from the	249,928,823	-	-	Approved

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	conclusion of the meeting until the conclusion of the next General Meeting at which accounts are laid before the Company and to authorise the Directors to fix the remuneration of the Auditors.				
13	To renew, subject to the passing resolutions 10 and 11, the power conferred on the Directors by Article 10.3 of the Company's Articles of Association (the right to allot and issue securities excluding the right of first refusal of the current shareholders) for the period ending on the date of the Annual General Meeting in 2010 or on the date which is five years from the date on which this resolution is passed, whichever is the earlier, and for such period, the Section 89 Amount shall be €56,715,621.92, and that by such authority and power the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period.	249,784,949	143,874	-	Approved