

**REGULATIONS FOR THE CONDUCT OF**  
**SHAREHOLDERS' MEETINGS OF**

**JAZZTEL p.l.c.**

## General Meetings

### Introduction

The purpose of these Regulations for the Conduct of Shareholders' Meetings (the "**Regulations**") is to set out the rules governing the conduct of Shareholders' Meetings of Jazztel p.l.c. (the "**Company**"). These Regulations are required by Spanish Law 26/2003 passed on July 2003 amending the Securities Market Act and the Royal Decree 1564/1989 of December 22 and are intended to promote greater transparency of public listed companies (hereinafter the "**Transparency Act**"). The Transparency Act requires the adoption by listed companies of a variety of corporate governance measures. Whilst some measures only affect Spanish companies others apply to all companies listed on the Spanish stock exchanges regardless of whether they are Spanish or foreign companies.

Measures to be adopted by foreign issuers listed on the Spanish stock exchanges under the Transparency Act include the approval by the shareholders of a set of Regulations for the Conduct of Shareholders' Meetings developing, in the case of the Company, the provisions of English law and the company's Articles of Association regarding the conduct of General Shareholders' Meetings. Once approved, the Regulations for the Conduct of Shareholders' Meetings must be filed with the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

These Regulations are intended to complement the requirements of the Company's Articles of Association and all other applicable law and do not purport to override any of the terms set out within those Articles of Association or such other applicable law.

### 1 Annual and Extraordinary General Meetings

- 1.1 Duly convened meetings of members meeting to debate and decide by the required majorities those matters within their power, or to be informed of those other matters that the Directors deem appropriate, are known as General Shareholders' Meetings.
- 1.2 General Shareholders' Meetings may be annual or extraordinary. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings, and the Directors may whenever they think fit, and shall on requisition in accordance with the Articles of Association, proceed within the prescribed periods to convene an Extraordinary General Meeting.

### 2 Powers of the members in General Meetings

- 2.1 The members in General Meeting shall resolve upon the matters submitted to it pursuant to all applicable law or by the Articles of Association, and in particular, but not limited to, the following:
  - a) Appointment and removal of Directors;
  - b) Appointment and removal of Auditors;
  - c) Approval of financial statements for the prior year and decision regarding the application of the results thereof;

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- d) Increase or reduction in share capital, and authorise the Directors to issue shares;
- e) Approval and amendment of these Regulations;
- f) Amendment of the Articles of Association;
- g) Arrangements for reconstruction or amalgamation of the Company; and
- h) Dissolution of the Company.

**2.2** In addition, the members acting at the General Meeting shall consider other matters submitted to them by the Directors or at meetings duly requisitioned by members in accordance with applicable law.

### **Notice of General Meetings**

#### **3 Notice of General Meetings**

An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Articles of Association) a resolution of which special notice has been given to the Company, shall be called by 21 clear days' notice in writing at the least and any other Extraordinary General Meeting by 14 clear days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in manner hereinafter mentioned to all members other than such as are not under the provisions of the Company's Articles of Association entitled to receive such notices from the Company provided that the Company may determine that only those persons entered on the Register at the close of business on a day determined by the Company, such day being no more than 48 hours before the day that notice of the meeting is sent, shall be entitled to receive such a notice and provided also that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

No later than the date of the notice or, in any case, on the following day, the Company shall send the notice to the Spanish National Securities Market Commission. The text of the notice shall also be made public through the Company's website.

#### **4 Contents of notice of General Meetings**

**4.1** Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

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- 4.2** The General Meeting may be held in any city of Spain or in the same town or city where the Company has its registered address; and at the premises determined for that purpose by the Directors, details of which will be set out in the notice.
- 4.3** The notice shall specify the general nature of the business to be transacted at the meeting; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect. There are three principal types of resolutions, Ordinary, Special and Extraordinary Resolutions. Ordinary Resolutions are required for general matters requiring shareholder approval, such as appointment of Directors or the Auditors. They are passed by a simple majority of members present unless the Articles of Association require a different level. Special Resolutions are needed for matters of considerable importance, such as amendments to the Articles of Association or disapplication of pre-emption rights and, consequently, require a 75% majority and at least 21 clear days' notice specifying the intention to propose a resolution as a Special Resolution. Extraordinary Resolutions are required for certain specified, limited, matters, for example, in connection with certain aspects of winding-up. They require a 75% majority and at least 14 clear days' notice specifying the intention to propose a resolution as an Extraordinary Resolution.

The above mentioned percentages require for a vote on a resolution in a General Meeting (or in a meeting of a class of members) to be taken by all members present or represented by proxy and entitled to vote on that specific resolution.

- 4.4** In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- 4.5** For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the Register in order to have the right to attend or vote at the meeting.

## **5 Service of notices**

- 5.1** Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it by post in a pre-paid cover addressed to such member at his registered address. In the case of a member registered on a branch register any such notice or document may be posted in the territory in which such branch register is maintained.
- 5.2** Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- 5.3** The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document relating to any meeting or other proceeding shall not invalidate the relevant meeting or other proceeding.

## **6 Joint holders**

Any notice given to that one of the joint holders of a share whose name stands first in the Register in respect of the share shall be sufficient notice to all the joint holders in their capacity as such.

**7 Deceased and bankrupt members**

A person entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the said member would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any member in pursuance of the Articles of Association shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company has notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such member as sole or first-named joint holder.

**8 Suspension of postal services**

If at any time by reason of the suspension or curtailment of postal services the Company is unable effectively to convene a Shareholders' Meeting by notices sent through the post, such meeting may be convened by a notice advertised in at least one national newspaper in Spain and the United States of America and such notice shall be deemed to have been duly served on all members entitled thereto on the day when the advertisement appears (or first appears). In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses again becomes practicable.

**9 Statutory requirements as to notices**

Nothing in any of the preceding four paragraphs shall affect any requirement of the Company's Articles of Association that any particular offer, notice or other document be served in any particular manner.

**Preparation for General Meetings**

**10 Available Information from the date of notice**

**10.1** In addition to the information required by all applicable law or by the Company's Articles of Association, from the date of notice of the General Meeting, the Company will publish on its website, to the extent deemed necessary by the Directors, the text of all the resolutions proposed by the Directors relating to the items on the agenda. Such information will also be available at the registered office of the Company as from the date of notice, and at the premises where the General Meeting will be held as from the opening of the meeting.

**10.2** From the date of notice of the General Meeting, all information deemed appropriate by the Company to enable the members to attend and participate in the General Meeting will be made available, such as:

- (i) Information relating to the place where the meeting will be held, giving directions to the premises.

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- (ii) The means and procedures for granting a proxy to attend the General Meeting.
- (iii) The means and procedures for voting without attendance, including, if applicable, the forms required to evidence attendance and the casting of votes by electronic means at the General Meeting.

### **11 Right to receive information prior to the celebration of the General Meeting**

Any member may request from the Directors, in writing and no later than seven days prior to the date scheduled for the General Meeting, such reports, statements and clarifications he/she deems relevant to the items on the agenda.

The Directors are obliged to provide the requested information, unless the Chairman considers that (i) disclosing the information requested by members representing less than 25% of the share capital may damage the Company's interests; (ii) the information required does not relate to items on the agenda; (iii) the information requested is unnecessary for the formation of an opinion with regard to the items on the agenda, or for any reason, may be considered abusive; or (iv) the information is already available through other means.

The Directors may authorise any of the Company's members, the Company Secretary or the Assistant or Deputy Secretary, to respond on behalf of the Directors to any or all requests for information made by the members.

The requests for information will be answered in writing unless, due to the nature of the information requested, this would not be practicable or if there is insufficient time before the date on which the General Meeting is to be convened. In such cases, the replies to the requests will be made during the course of the meeting itself in accordance with the provisions of these Regulations. All replies made to members prior to the date of the meeting will also be made available for the members attending the meeting via publication on the Company's website if time permits.

## **Proceedings at General Meetings**

### **12 Right to Attend**

- 12.1** Those members that hold ordinary shares registered in their name in the register of members at the close of business on a day determined by the Company, such day being no more than 48 hours prior to the date of the meeting, have the right to attend the General Meetings.

Members that are interested in shares in the Company, which are held through a participant in Euroclear or Clearstream, are required to follow the procedures of Euroclear or Clearstream for voting and attendance. This will include those holding shares through the settlement and trading arrangements for the market on which the Company's shares are listed, being Spain's "Nuevo Mercado", whose procedures (including the requirements of Iberclear) will also need to be adhered to. These will be different from the procedures applying to registered members of the Company.

- 12.2** Directors may attend the General Meetings. The Chairman of the General Meeting may authorise the attendance of any other person he deems appropriate. Such authorisation, however, may be revoked by ordinary resolution of the members at the relevant General Meeting.

### **13 Organisation**

The Chairman shall declare that the General Meeting has been duly convened in accordance with the provisions of paragraph 14 below. In addition, he is responsible for presiding over the General Meeting and shall ensure that (i) the business of the General Meeting is conducted in an orderly manner, (ii) appropriate time is allocated to the members' submissions in accordance with paragraph 16 below, (iii) discussions are brought to a close when deemed appropriate, (iv) the correct voting procedures are followed and (v) queries relating to items on the agenda are resolved. The Chairman has the power and authority to run the General Meeting in the manner he deems to be most appropriate and such power and authority shall extend to the interpretation of these Regulations.

### **14 Opening of the Session**

- 14.1** On the date and at the place and time set out in the notice for holding of the General Meeting (or any adjournment thereof), and beginning one hour prior to the time scheduled for its commencement (unless otherwise specified on the notice), the members or their representatives may present to the scrutineers their attendance cards or validation certificates. No attendance cards or validation certificates presented to the scrutineers will be admitted after the time at which the General Meeting is scheduled to commence unless the Chairman of the meeting decides otherwise and none of the members may make any objection thereto.

The register of members present or represented shall be in the form that the Company deems appropriate. Once the registration process is completed and the required attendance quorum confirmed, a list of members present shall be drawn up. The Secretary of the meeting shall then finalise and certify the list of members present.

- 14.2** Members or their representatives arriving after the register of attendance has been finalised shall be entitled to be present in the meeting, either from within the same room or from a separate location from which it is possible to follow the General Meeting. They shall not, however, be added to the register of members present nor entitled to speak or take any active part in the General Meeting unless the Chairman decides otherwise and none of the members or their representatives, who are so registered, may make any objection thereto. No member permitted to take an active part in the General Meeting in this manner shall be entitled to cast a vote retrospectively on any resolution put to a vote prior to that member's inclusion.

- 14.3** At the appointed time and once the list of members present has been drawn up, the General Meeting shall commence.

Accordingly, the Chairman, or the Secretary by delegation of the Chairman, will, if practicable, read out to the meeting the list of members present, specifying the number of members with voting rights present and represented that attend the General Meeting, the number of shares each one of them holds and the percentage of the share capital they represent.

The Chairman shall then declare the General Meeting duly convened.

- 14.4** Once the General Meeting is duly convened and notwithstanding any legal rights they may have, the members registered as present may object to the valid constitution of the meeting or the information contained in the list of members present and any such objection shall be recorded in the minutes of the meeting.

**15 Member's Right of Participation**

Once the General Meeting has commenced, those members that wish to address the meeting and request information or clarification regarding the items on the agenda, shall identify themselves to the Chairman of the meeting, stating their first and last names and the number of shares they hold and represent. The Chairman may request speakers to deliver the text of their address. Members may request that the text of their address is transcribed in the minutes of the meeting.

Once the members who wish to address the meeting have been identified and have delivered their address to the Chairman, if he so requests, and prior to voting on the resolutions set out in the notice, the Chairman shall establish the order in which the members' addresses are to be heard.

**16 Participation**

The members' addresses shall be made in the order established by the Chairman. The Chairman shall determine, considering the circumstances, the time available for each address, which will be a minimum of five minutes per address, and shall allow the same time for each member's address.

In the exercise of his role to preside over the Shareholders' Meeting, and notwithstanding any other action that may be taken, the Chairman may:

- (i) if he deems it appropriate, extend the time assigned for the addresses;
- (ii) request any member making an address to clarify any points that require clarification;
- (iii) call a member making an address to order if he is not limiting his address to the items on the agenda or is abusing his rights; and
- (iv) point out that the member concerned is running out of time, or if he persists in the conduct described above, take the necessary measures to maintain order.

**17 Right of Information at the General Meeting**

During the period allocated to members' addresses, any member may request information or any clarification deemed necessary in relation to the items on the agenda, identifying himself for this purpose in accordance with the provisions of paragraph 14 above.

The Company shall be required to provide the information requested, subject to the exemptions set out within paragraph 11, or when such information is not available at that precise moment. The requested information shall be provided by the Chairman, or, if so directed by the Chairman, by the Secretary, the Assistant or Deputy Secretary, a Director, or any employee of the Company expert on the matter.

**18 Chairman**

The Chairman of the Board of Directors, failing whom a Deputy Chairman, shall preside as Chairman at a General Meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither is present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their

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number or, if no Director is present or, if all the Directors present decline to take the chair, the members present and entitled to vote shall choose one of their number to be Chairman of the meeting.

### **19 Quorum**

Two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.

### **20 Lack of quorum**

If within five minutes from the time appointed for a General Meeting (or such longer interval as the Chairman of the meeting may think fit to allow) a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day, time and place as may have been specified for the purpose in the notice convening the meeting or (if not so specified) as the Chairman of the meeting may determine.

### **21 Adjournment**

The Chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or without determining a day for the adjourned meeting) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned without determining a day for the adjourned meeting, the Directors shall fix the time and place for the adjourned meeting. When a meeting is adjourned for 30 days or more or without determining a day for the adjourned meeting, not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.

### **22 Notice of adjourned meeting**

Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **23 Amendments to resolutions**

If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special or Extraordinary Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

### **24 Polls**

Once the members' addresses have been made and all requests for information have been appropriately attended pursuant to the provisions of these Regulations, the proposed resolutions regarding the items on the agenda or those not legally required to

be set out therein, including the members' proposals lawfully permitted during the meeting, shall be submitted to a vote.

It shall not be necessary for the Secretary to read aloud the text of the proposed resolutions, which have been provided to members at the beginning of the meeting, unless it is deemed appropriate by the Chairman or requested by any member. In any case, the attendees shall be informed of the item of the agenda that is being submitted to the vote.

At any General Meeting a resolution put to the vote of the meeting shall be decided on a poll and not on a show of hands.

**25 Procedure on a poll**

A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers (who need not be members) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. Resolutions must be adopted with the majorities set out in paragraph 4.3 above.

Once the Chairman has evidence of sufficient favourable votes, the Chairman shall declare the resolution in question to be adopted, without prejudice to the statements that the attending members or their representatives may make regarding the allocation of their vote.

**26 Voting on a poll**

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

**27 Timing of poll**

A poll shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

**Votes of Members**

**28 Votes attaching to shares**

Subject to the Companies Act, and to any special rights or restrictions as to voting attached by or in accordance with the Articles of Association to any class of shares, on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

**29 Votes of joint holders**

In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the share.

**30 Chairman's casting vote**

In the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

**31 Restriction on voting in particular circumstances**

**31.1** No member shall, unless the Directors otherwise determine, be entitled in respect of any share held by him to vote either personally or by proxy at a meeting or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum presently payable by him to the Company in respect of that share remains unpaid.

**31.2** If any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under Section 212 of the Companies Act and is in default for a period of 14 days in supplying to the Company the information thereby required, then (unless the Directors otherwise determine) in respect of:

- a) the shares comprising the shareholding account in the Company Register which comprises or includes the shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "**default shares**", which expression shall include any further shares which are issued in respect of such shares); and
- b) any other shares held by the member;

the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to paragraph 62.3(b) of the Articles of Association, be entitled to attend or vote either personally or by proxy at a Shareholders' Meeting or to exercise any other right conferred by membership in relation to Shareholders' Meetings.

**32 Voting by guardian**

Where in England or elsewhere a guardian, receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such guardian, receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to General Meetings.

**33 Validity and result of vote**

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to be or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

## **Proxies and Corporate Representatives**

### **34 Proxy need not be a member**

A proxy need not be a member of the Company. For such time as a member holds shares as nominee for any other person, such member may appoint that person (or any other person designated by that person) as its proxy in respect of the shares held for that person.

### **35 Form of proxy**

An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:

- (c) in the case of an individual shall be signed by the appointer or his attorney; and
- (d) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to the next following Article, failing which the instrument may be treated as invalid.

### **36 Deposit of form of proxy**

An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the place of the meeting) not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

### **37 Rights of proxy**

An instrument appointing a proxy shall confer the right to speak at the meeting.

### **38 Revocation of proxy**

A vote cast by proxy shall not be invalidated by the previous death or insanity of the member or by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless written notice of such death, insanity or revocation shall have been received by the Company at the place of the meeting at least 48 hours before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

**39 Corporations acting by representatives**

Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting. For such time as such corporation holds shares as nominee for any other person, such corporation may authorise that person (or any other person designated by that person) as its representative in respect of the shares held for that person. Any person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company holding the relevant shares and such corporation shall for the purposes of the Articles of Association be deemed to be present in person as a separate member at any such meeting to the extent of each person so authorised who is present thereat

**40 Closure of the General Shareholders' Meeting**

Once the voting on the proposed resolutions has been completed and the Chairman has given his approval, the Chairman shall close the meeting.

**41 Publication of Resolutions**

The day on which the General Meeting is held or the following day, the Company shall communicate to the Spanish National Securities Market Commission the full text of the approved resolutions, by means of a formal notice in the form of an "Hecho Relevante". The text of the resolutions shall also be accessible through the website of the Company. Furthermore, at the request of any member or representative thereof, the Secretary or the Assistant or Deputy Secretary shall issue a certified copy of the resolutions or the minutes.

**42 Publication of the Regulations for the Conduct of Shareholders' Meetings**

Following their approval, the foregoing Regulations for the Conduct of Shareholders' Meetings, regulating the organisation and conduct of the General Meetings of the Company shall be accessible through the Company's website.