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**MIQUEL Y COSTAS & MIQUEL, S.A.  
Shareholders' General Meeting**

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At its meeting of 29 April 2019, the Board of Directors agreed to call an Ordinary and Extraordinary General Meeting of Shareholders of Miquel y Costas & Miquel, S.A., the first session of which will be held in Barcelona at Círculo Ecuestre, calle Balmes, 169 bis, salón planta primera, on 19 June 2019, at 12 p.m. If required, there will be a **second session** held the following day, **20 June 2019**, at the same time and place.

The General Meeting will consider the matters included on the following

**Agenda**

**First.-** Study and approval of the Company's Annual Accounts, Management Report and Proposed Distribution of Earnings, as well as the consolidated Annual Accounts and Management Report, all referring to the financial year closed on 31 December 2018.

**Second.-** Study and approval of the Non-financial Information Statement for the financial year closed on 31 December 2018.

**Third.-** Approval, if applicable, of the management work of the Board of Directors during the 2018 financial year.

**Fourth.-** Re-election and appointing of Directors.

- 4.1.- Re-election of Mr Jorge Mercader Miró as Executive Director.
- 4.2.- Re-election of Mr F. Javier Basañez Villaluenga as Executive Director.
- 4.3.- Re-election of Mr Álvaro de la Serna Corral as Proprietary Director.
- 4.4.- Re-election of Joanfra, S.A. as Proprietary Director.
- 4.5.- Re-election of Mr Joaquín Faura Batlle as Independent Director.
- 4.6.- Re-election of Mr Joaquín Coello Brufau as Independent Director.



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4.7.- Appointing of Mrs Marta Lacambra i Puig as Independent Director.

4.8.- Appointing of Mr José Claudio Aranzadi Martínez as Independent Director.

**Fifth.-** Re-election of the Accounts Auditor.

**Sixth.-** Voting, with a consultative nature, on the Annual Report on Board Directors' Remuneration.

**Seventh.-** Delegation of powers for the formulation, completion, development, interpreting, correction, formalisation, recording and execution of the agreements adopted and to carry out the compulsory filing of the Annual Accounts with the Mercantile Register.

Inclusion of matters on the Agenda and submission of proposed resolutions: In accordance with articles 172 and 519 of the Capital Companies Act, shareholders who can prove that they represent at least three (3) percent of the share capital may call, via a reliable means of notification, for the publication of a supplement to the convening notification of the Ordinary and Extraordinary General Meeting of Shareholders, including one or more points on the Agenda, so long as the new points are accompanied by justification or, where applicable, a justified proposed resolution. Said notification must be received at the corporate address within five (5) days starting from the date of publication of the present call and the call supplement must be published with a minimum of fifteen (15) days' notice prior to the date scheduled for the first call of the GMS. Failure to publish any supplement to the convening notification within the established period shall constitute cause for the annulling of the Meeting. Additionally, in accordance with article 519.3 of the Capital Companies Act, shareholders who represent at least three (3) percent of the share capital may, within the same period as mentioned above, submit well-founded proposed resolutions on matters already included or which are to be included on the Agenda of the GMS convened. The Company will ensure that these proposed resolutions and any attached documentation required, where applicable, are published on the Company's website, in accordance with the provisions of the Law.

**Attendance:** Rights of attendance and representation at the GMS shall be regulated in accordance with the provisions of the Capital Companies Act, the Articles of Association and the Company's General Meeting of Shareholders' Regulations. In accordance with the provisions of article 16 of the Articles of Association and article 9 of the General Meeting of Shareholders' Regulations, shareholders who can prove they hold one hundred (100) shares or more, registered in their name in the corresponding Accounts Record of the company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación



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de Valores, S.A.U. (Iberclear) at least five (5) days before the first session (19 June 2019) is held and who have either the attendance card which shall be provided to them at the corporate address or that which is available to the shareholders on the Company's website, in this case accompanied by a copy of the shareholder's National Identity Document or Passport and, in the case of a legal entity, sufficient evidence of their representation, or the attendance card issued by the entities forming part of Iberclear, are entitled to attend the Meeting. Shareholders with fewer shares may group together to exercise their rights jointly.

**Representation:** Shareholders may be represented at the GMS by another person, being necessary to comply with the requirements and formalities required by the Articles of Association, the General Meeting of Shareholders' Regulations and the Law. Representation must be conferred with a special character for each Meeting. Attendance in person of the represented party will have the value of revocation. In addition, the delegation shall always be able to be revoked by the same means by which it was granted. In the event of a public request for representation, this shall be bound by articles 186, 187 and 526 of the Capital Companies Act.

Appointment of a representative and notification of the appointment may be performed (i) by remote means of communication, postal mail or electronic mail, or (ii) by completing the proxy attendance and voting card and the representative lodging it with the person responsible for registering shareholders on the day the General Meeting is held.

In the event of opting to confer and notify representation via a remote means of communication, the duly completed and signed delegation form available to shareholders on the Company's website, or the corresponding proxy attendance and voting card (supplied by the organisations that form part of Iberclear or by the Company itself), must be mailed to the corporate address or emailed in PDF, JPEG or TIFF format to the address [accionista@miquelycostas.com](mailto:accionista@miquelycostas.com), with the subject *Ref: Delegation 2019 Meeting*. In the case of a delegation form, a copy of the signatory's National Identity Document or Passport must be included; if it were a legal entity, a document that sufficiently proves the representation will be required.

Additionally, the duly completed and signed proxy attendance and voting card may be submitted to the person responsible for registering shareholders, together with an identification document, by the appointed representative if he or she physically attends the General Meeting, on the day and in the place where the General Meeting is held, before this begins. This shall have the effect of notification for the purposes set forth in article 522 of the Capital Companies Act.



Delegations and voting instructions, along with appointment and notification of the representative, received by postal mail or email shall be admitted provided they are received at least twenty-four (24) hours before the first session (19 June 2019) of the Meeting begins, and provided they meet the established requirements, without detriment to that indicated for the submission in person of the proxy attendance and voting card to the person responsible for registering shareholders prior to the Meeting.

If a shareholder sends the Company a duly signed proxy attendance and voting card without stating the name of the delegate on it, the representation conferred by the shareholder shall be exercised by the Chairman of the Board of Directors.

Without prejudice to the provisions of articles 186, 187 and 526 of the Capital Companies Act, if the delegation is awarded in accordance with the matters indicated in the paragraph above, or in favour of the Board of Directors or its Chairman, without express voting instructions, it shall be understood that the shareholder's decision is to vote affirmatively to all of the resolutions proposed by the Board of Directors.

Unless expressed to the contrary, the representation automatically covers proposals on points that have been included in the Agenda through a supplement sent with the convening notification, alternative proposals formulated in substitution, interpretation or clarification of those published, including those submitted during the General Meeting and points not included on the Agenda. In these cases, except when expressly indicated otherwise, the instructions require the representative to vote against, except when said proposals are presented by the Board of Directors, in which case the instruction shall be to vote in favour.

If the designated representative should find themselves in a situation of conflict of interest in the voting on any of the proposals that should be submitted to the Meeting, regardless of whether or not these are included on the Agenda, and the represented party should not have given specific voting instructions, the representative shall be authorised to confer the representation upon a third party not in a situation of conflict of interest to exercise the representation conferred.

Voting by remote means of communication: In accordance with the provisions of article 521 of the Capital Companies Act, article 18 of the Articles of Association and article 10 of the General Meeting of Shareholders' Regulations, shareholders with voting rights may exercise this right via postal correspondence, which must be received by the Company at least twenty-four (24) hours before the day indicated for the first session (19 June 2019) of the Meeting, sending the Company the attendance card supplied by the organisations that form part of Iberclear, with the section containing the remote voting form duly completed and signed. In the event that the attendance card does not cover this possibility, shareholders must send the remote voting form available to them on the



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Company's website together with the abovementioned attendance card. Any shareholder who exercises their right to vote remotely shall be considered as present for the purposes of convening the Meeting.

If the shareholder does not provide instructions by marking the corresponding boxes, it shall be understood that they are voting affirmatively to the resolutions proposed by the Board of Directors.

**Information:** In accordance with the provisions of articles 272.2 and 518 of the Capital Companies Act, shareholders may study the resolution proposals and documents which must be submitted for the approval or information of the General Meeting of Shareholders, the Account Auditors' Reports, the reports drafted by the Board of Directors and competent bodies with regards to the points on the Agenda that require this and, in relation to point Six of the Agenda, the Annual Report on the Remuneration of the Board of Directors. These documents are available at the corporate address, calle Tuset 8-10, 7<sup>a</sup> planta, Barcelona, and shareholders may remove them from the premises or have copies sent to them immediately and free of charge. They can also be viewed on the corporate website ([www.miquelycostas.com](http://www.miquelycostas.com)).

Likewise, the Annual Corporate Governance Report corresponding to the year 2018, approved by the Company's Board of Directors on 25 March 2019, this convening notification, the number of shares and rights to vote on the date of notification, the delegation form and the remote voting form and, in relation to each Board Member proposed for re-election under point Three of the Agenda, their identity, CV and category, in addition to the proposal and the appropriate reports from the Board of Directors and the Human Resources, Appointments and Remuneration Committee, are all available to the shareholders on the Company's website.

In accordance with the provisions of articles 197 and 520 of the Capital Companies Act, shareholders may, in writing and up until the fifth day before the General Meeting convened, or verbally during the Meeting, ask the Board of Directors for any information or clarification they may require regarding points on the Agenda, the information available to the public that the Company has supplied to the Spanish Stock Market Commission since the last General Meeting was held (20 June 2018) or information on the Auditors' Report or put any questions they consider relevant in writing. During the General Meeting, the Company's shareholders may verbally seek any information or clarification they consider appropriate regarding the matters listed on the Agenda and, if the shareholder's request cannot be satisfied then and there, they shall be provided with this information in writing within seven (7) days following the end of the General Meeting.

**Shareholders' E-Forum:** In accordance with the provisions of article 539.2 of the Capital Companies Act, the Company has enabled a Shareholders' E-Forum on



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the corporate website ([www.miquelycostas.com](http://www.miquelycostas.com)) concerning the call and which shall remain on the site until the holding of the Meeting in question, which both individual shareholders and validly established voluntary shareholder associations registered on the Mercantile Register of Barcelona and on the special register enabled for this purpose at the Spanish Stock Market Commission are welcome to access with due guarantees, in order to facilitate communication prior to the General Meeting. Use of and access to the Shareholders' E-Forum is limited with regards to certain matters and regulated by the E-Forum Operating Standards, approved by the Board of Directors, which the Company makes available to shareholders on its website.

**Notarial intervention in the Meeting:** The Board of Directors has agreed to require the presence of a notary public to draft the General Meeting minutes, in accordance with the provisions of article 203 of the Capital Companies Act, in relation to articles 101 and 103 of the Mercantile Register Regulations.

**Prediction regarding the Meeting:** Given the quorum required to hold the first session of the Meeting, the Board of Directors predicts it will most likely be held in the second session, that is, on 20 June 2019 at 12 p.m.

**Personal data protection:** Any personal data provided by the shareholders to the Company for the exercising of their rights of attendance, delegation and remote voting at the General Meeting or which should be provided by the entities forming part of Iberclear in which said shareholders should have deposited their shares (identifying details of the shareholder and information on the shares they own), shall be processed in accordance with (EU) Regulations 2016/679, of 27 April 2016, by Miquel y Costas & Miquel, S.A., with address in calle Tuset 8-10, 7<sup>a</sup> planta, Barcelona, for the purpose of managing the development, fulfilment and control of the company's relationship with the shareholders, the legal basis for said processing being the legal relationship arising from the ownership of shares. The processing of personal data is therefore necessary for the aforementioned purpose. Said information shall be retained for as long as it should be needed for the management of the General Meeting convened.

The Company may reveal personal data and any other information in its power, or accessible through its systems, if required under applicable legal and regulatory provisions, or if required by court order, to the relevant public authorities.

Additionally, shareholders are informed that they may exercise their rights of access, rectification or erasure of data, in addition to requesting the restriction of the processing of their personal data, opposing such, or requesting the portability of their data at any time under the terms established by the legislation in force, provided this should not prevent the management of this General Meeting, in writing to the Company's Shareholder Customer Service Office, located in calle Tuset 8-10, 7<sup>a</sup> planta, Barcelona (C.P. 08006), clearly



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indicating the right they wish to exercise and including their National Identity Document or similar identification document proving the identity of the shareholder in question.

In any case, shareholders may file a complaint with the Spanish Data Protection Agency if they believe that the processing does not comply with the legislation in force.

Barcelona, 29 April 2019  
Chairman of the Board of Directors  
Jorge Mercader Miró