(Free translation from the original in Spanish, in event of discrepancy, the Spanish-language version prevails).

VISCOFAN, SOCIEDAD ANONIMA

The Company's Board of Directors has resolved to call the shareholders to the General Shareholders' Meeting to be held as both an Ordinary and an Extraordinary Meeting on first call on 13 April 2011 at 12:00 noon at the Hotel Iruña Park (C/ Ronda Ermitagaña) in Pamplona. If the legally required quorum is not achieved and the General Shareholders' Meeting cannot be held on first call, it shall be held on second call on **14 April 2011**, at 12:00 noon, also at the Hotel Iruña Park. Such Meetings shall be held to deliberate and resolve on the following items of the

AGENDA

1.- Reading of the notice of meeting.

2.- Examination and approval of the Balance Sheet, Profit and Loss Account, Cash Flow Statement and Statement of Changes in Shareholder Equity of the year, the Proposed Distribution of Results, including distribution of an additional dividend of 0.204 Euros per share, the Explanatory Report, the Management Report, including the Annual Corporate Governance Report of Viscofan, S.A., as well as the Balance Sheet, Income Statement, the Consolidated Cash Flow Statement and Consolidated Change in Shareholder Equity Statement, the Explanatory Report, the Consolidated Management Report of the Business group for which said company is the parent company, all for the year ended 31 December 2010.

3.- Presentation of the following explanatory reports by the Board of Directors, for information purposes:

a) Explanatory report prepared pursuant to art. 116 bis of the Securities Market Law.

b) Report on modifications in Regulations of Board.

c) Annual Corporate Governance Report.

4.- Appointment or reappointment of auditors for review of financial statements of Company and its business group for 2011: Ernst & Young S.L.

5.- Modification of bylaws as required to adapt it to Spanish Companies Law.

The principal modifications proposed are as follows:

- Art. 3. Change of registered office.

- Art.15. Place of Company General Shareholders' Meeting.

- Art. 18. Publicity of call.

- Art. 22. Right to attend.

6.- Modification of Regulation of General Meeting to adapt it to the Spanish Companies Law and the bylaws.

The principal modifications proposed are as follows:

- Art. 9. Formal requirements of call.

- Art. 14. Right to attend.

- Art. 19. Place of meeting.

7.- Reduction of Company share capital by 13,515,067.78 Euros through reduction of par value of shares by 0.29 Euros each, with a return of contributions to shareholders and the resulting modification of article 5 of the bylaws.

8.- Increase in capital of Company by 32,156,540.58 Euros, charged against reserves, through increase in par value of shares by 0.69 Euros each, establishing a share value of 0.70 Euros a share and delegation to directors to determine the date on which the resolution is to be implemented.

9.- Renewal of the authorization to acquire treasury shares pursuant to the provisions of Article 146 of the Spanish Companies Law in relation with art. 509.

10.- Report on the Directors' compensation policy pursuant to recommendation 40 of the Unified Good Governance Code.

11.- Conferral of powers to carry out the resolutions adopted and, as necessary, delegation upon the Board of Directors of the appropriate interpretation, correction, application, supplementation, development and implementation of the resolutions adopted.

A) Right to the inclusion of items on the agenda

Shareholders representing at least five percent of the share capital may request that a supplement to this Notice of General Shareholders' Meeting be published to include one or more items on the Agenda. The exercise of this right shall be carried out by reliable notification to be received at the corporate domicile within five days following the publication of this notice of meeting.

The notification instrument shall include the name or company name of the requesting shareholder(s), who shall provide evidence to the Company that it/they represent at least the aforementioned five percent of the share capital.

B) Right to attend

Shareholders holding shares with a total par value of at least 450 Euros who at least five days before the Shareholders Meeting have them registered in the pertinent stock ledger shall have the right to attend (pursuant to Article 22 of the Bylaws and Article 14 of the General Shareholders' Meeting Rules). Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) or, as appropriate, Iberclear member entities, shall provide the pertinent certificates to such shareholders. Shareholders who do not hold the number of shares required to attend may form groups for this purpose."

C) Right of representation.

All shareholders with the right to attend may be represented at the General Shareholders' Meeting by another person.

Such representation shall be conferred in writing or by remote means of communication that duly ensure the identity of the individual exercising voting rights, as a special power for each Shareholders' Meeting.

Pursuant to the Bylaws, the General Shareholders' Meeting Rules and the implementing rules approved by the Company's Board of Directors regarding delegation and voting by remote means of communication, such representation may be conferred:

a) By postal correspondence, in writing, and signed by hand. Shareholders shall fill out and sign the box pertaining to the delegation on the attendance card issued in hard copy obtained from the pertinent Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima (Iberclear) member entities. The representative shall accept the representation, to this end signing the attendance card and delegation sent to it by the shareholder. The person to whom the vote is delegated may only exercise it by attending the Shareholders' Meeting in person.

When representation is conferred upon any Director and/or the Chairman and/or the Secretary of the Board of Directors, receipt by the Company of said delegation shall suffice.

In the event that the attendance card does not include the name of the representative, it shall be understood that representation is conferred upon the Board of Directors or the person designated by the Board.

b) By telecommunications with electronic signature. The shareholder shall evidence their identity by means of recognized electronic signature filed in advance, pursuant to the provisions of the prevailing Law 59/2003, of 19 December, provided it is based on a recognized electronic certificate issued by the Spanish Certification Authority (CERES) reporting to the Spanish Currency and Stamp Mint. Shareholders shall use the form made available by the company on its website: www.viscofan.com, completing and signing it with a recognized electronic signature and sending it to the representative and the Company at the following address: jg2011@viscofan.com. The representative shall accept the representation by signing the printout of the electronic form. The representative shall make a copy of the signed electronic document in order to present it and turn it over to the Company at the shareholder entrance registration desk at the place and on the date cited for the holding of the General Shareholders' Meeting.

When the representation is conferred upon any Director and/or the Chairman and/or the Secretary of the Board of Directors, receipt by the Company of such electronic delegation shall suffice.

The electronic delegation shall not be valid unless it is received by the Company at least twenty-four hours before the date set for the holding of the Shareholders' Meeting on first call.

In the event that a shareholder makes several valid delegations, the last one received by the Company shall prevail.

D) Exercise of the right to vote

Shareholders with the right to attend may cast their vote on the motions pertaining to items included on the agenda for any type of General Shareholders' Meeting by the following remote means of communication:

a) By postal correspondence, sending the attendance, delegation and vote card issued in hard copy obtained from the pertinent Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima (Iberclear) member entities, duly signed and filled out to such end. Shareholders shall fill out and sign the box "Voto a Distancia Postal" (Remote Postal Voting) on the card. Once the attendance, delegation and voting card is filled out and signed by hand, clearly evidencing the identity of the shareholder, the number of shares it holds, how it wishes to vote on each of the items on the Agenda, and attaching a copy of his/her Spanish Identity Card or passport, if the shareholder is an individual, and also a document evidencing representation, if the shareholder is a legal entity. All of this shall be submitted in a sealed envelope sent to the corporate domicile: C/ Iturrama 23, Entreplanta, 31007 Pamplona, to the attention of the Secretary of the Board of Directors. C/ Iturrama 23, Entreplanta, 31007 Pamplona to the attention of the Secretary of the Board of Directors.

In the event that the attendance card does not include the box "Voto a Distancia Postal", a shareholder wishing to vote remotely by postal vote shall download from the Company's website and print out the Voting Card, filling it out and signing it together with the attendance card obtained from the pertinent Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima (Iberclear) member entities. Once both have been filled out and signed by hand, attaching a copy of his/her Spanish Identity Card or passport, if the shareholder is an individual, and also a document evidencing representation, if the shareholder is a legal entity. All of this shall be submitted in a sealed envelope sent to the corporate domicile C/ Iturrama 23, Entreplanta, 31007 Pamplona to the attention of the Secretary of the Board of Directors.

b) By other electronic means of communication or any other remote means of communication, provided that in such cases the Board of Directors deems that they duly ensure the identity of the individual exercising voting right and the unequivocal evidence of the identity and capacity (shareholder or representative) of the voters, the number of shares voted and how it will be voting or, as appropriate, its abstention. The shareholder shall fill out the form available for such purpose on the Company's website. The form shall be attached to an e-mail bearing a recognized electronic signature filed in advance, pursuant to the provisions of the prevailing Law 59/2003, of 19 December, provided it is

based on a recognized electronic certificate issued by the Spanish Certification Authority (CERES) reporting to the Spanish Currency and Stamp Mint. The shareholder shall send the form to the following Company e-mail address: jg2011@viscofan.com.

Votes cast by the systems set forth in the foregoing paragraphs shall not be valid unless received by the Company at least twenty-four hours before the date set for the holding of the Shareholders' Meeting on first call.

Shareholders casting their votes remotely as set forth in this Article shall be deemed present for purposes of achieving a quorum at the Shareholders' Meeting in question. Therefore, their delegations previously conferred shall be deemed revoked and those that they subsequently confer shall be deemed not to have been conferred.

Votes cast remotely as set forth in this Article can only be voided:

- By subsequent, express revocation by the same means used to cast the vote, within the deadline set for this purpose.
- By attendance at the meeting of the shareholder who cast the vote.
- By the sale of the shares whose holding confers the voting right, made known to the Company at least five days prior to the date set for holding the Shareholders' Meeting.

Shareholders may validly vote remotely only once with respect to each share position. In the event that a shareholder casts various remote votes with respect to the same shares, whether electronically or by postal mail, the vote first received by the Company shall prevail, and those received subsequently shall be void.

If electronic means are used, only one electronic action shall be used per type of transaction (one vote and one delegation).

The Company shall compare the information provided by each shareholder with the information provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) in its capacity as the entity responsible for the Company's share registry.

The custody of the User Certificate is the shareholder's exclusive responsibility, as are the data for creation of the signature and the means for voting or delegating electronically.

Suspension of the electronic systems/connection failures: Suspension of the electronic systems/connection failures: the Company reserves the right to modify, cancel, suspend or restrict the electronic voting and delegation mechanisms when technical or security issues so require or impose.

If due to technical circumstances not attributable to the Company or due to reasons of security deriving from circumstances out of the Company's control, fluctuations, connection failures, line failures or any other, similar contingency, the Company shall not be liable for any damages caused to the shareholder, and this circumstance cannot be invoked as the unlawful privation of the shareholder's rights.

E) Right to information

Pursuant to Articles 11 through 13 of the General Shareholders' Meeting Rules and Article 25 of the Bylaws, from the time the Notice of Meeting for the General Shareholders' Meeting is issued, the following shall be available to the shareholders to

consult and obtain free-of-charge, both in hard copy at the corporate domicile: C/ Iturrama 23, Entreplanta, 31007 Pamplona, and in electronic form on the Company's website: the individual and consolidated Balance Sheet, the Income Statement, the Cash Flow Statement and Statement of Changes in Shareholder Equity, the Annual Report, Management Report, Audit Report. the Corporate Governance Report as well as such other documentation and reports as pursuant to prevailing law had to be prepared by Management with respect to the items submitted for the approval of the shareholders according to this agenda. Such information shall be sent free of charge to any shareholders requesting it.

From the moment of the Notice of the meeting, the shareholders shall also have access to an Electronic Forum with due guarantees as either individual shareholders or voluntary associations they may constitute in order to facilitate communication prior to the General Shareholders' Meeting.

As from the publication of the notice of meeting, shareholders, duly evidencing their capacity, may make suggestions or motions regarding the items included on the agenda through the shareholder services department. The Board of Directors shall decide on the appropriateness of these suggestions and motions and how they are to be submitted to the Shareholders' Meeting and, as appropriate, submitted to a vote.

Up to seven days prior to the date set for the holding of the General Shareholders' Meeting, and during the Meeting, with respect to the items included on the Agenda, shareholders may also ask Management for information or clarifications and may ask questions about the information provided, as well as any other information accessible to the public provided by the Company since the last General Shareholders' Meeting. Management shall provide such information immediately or in writing unless it is prejudicial to the Company's interests.

F) Attendance fee.

The Company shall pay an attendance fee of 0.005 Euros per share to the shares present or represented at the General Shareholders' Meeting that have duly evidenced their attendance or representation thereat.

G) Protection of personal data

Pursuant to applicable law on the protection of personal data (Organic Law 15/1999, of 13 December and supplementary legislation), the shareholders are informed of the existence of a file or electronic processing of the personal data provided by shareholders or by the banking institutions or securities brokerages and dealers at which such shareholders have placed their shares in custody through the entity legally qualified to record book entries, Iberclear, on the occasion of the General Shareholders' Meeting hereby called, as well as any that may arise as a result thereof. The purpose of such file or processing is the management and administration of the data on shareholders and, as appropriate, their representatives, in the context of the General Shareholders' Meeting of the Company.

The shareholders or their representatives may under the circumstances set forth in the law exercise rights to access, correct, delete and challenge the data in the file by means of the pertinent notification (which shall include the identification of the holder of the rights by means of a photocopy of the Spanish Identity Card), sent to the corporate domicile.

VISCOFAN S.A., in its capacity as Party Responsible for the File, reports the adoption of the legally required security measures at its facilities and for its systems and files. The Party Responsible for the File likewise guarantees the confidentiality of the personal data, although it will disclose to the competent government authorities the personal data and any other information that it holds or that is accessible through its systems if requested in conformity with applicable legal and regulatory provisions as well as in response to court orders.

Note: Although two calls are set forth in this notice of meeting pursuant to prevailing law, the shareholders are reminded that traditionally it has not been possible to hold the General Shareholders' Meeting on first call due to a lack of the quorum required by law to adopt the resolutions comprising the Agenda. Therefore, it is likely that the General Shareholders' Meeting will be held on second call, that is to say, on **14 April 2011.**

Pamplona, 28 February 2011.
For the Board of Directors. The Secretary.