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

REPORT PREPARED BY THE BOARD OF DIRECTORS OF "VISCOFAN, SOCIEDAD ANONIMA" RELATED TO THE MODIFICATION OF THE GENERAL SHAREHOLDERS' MEETING REGULATION PROPOSED TO THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 13 and 14 APRIL 2011.

A) PURPOSE OF THE REPORT.

The Board of Directors issues this report for the purpose of informing of a change it deems necessary in the Regulation of the General Shareholders' Meeting that it shall submit to the shareholders for approval.

This report is issued and approved by the Board of Directors of the Company pursuant to article 3 of the Regulation of the General Shareholders' Meeting with regard to the powers of the General Meeting to approve subsequent modifications to said Regulation.

The purpose of this report is to amend articles 5, 9, 14 and 19 of said Regulation of the General Meeting to adapt it to changes in regulations applicable to joint stock companies that have been enacted since the last General Shareholders' Meeting on 1 June 2010.

B) CONTENT OF THE PROPOSED BYLAWS AMENDMENT

Royal Decree Law 1/2010, of 2 July, approved the Consolidated Spanish Companies Law, replacing and rescinding the prior regulation, while introducing certain innovations that affect both the bylaws of the company and the Regulations of the General Meeting.

Further, Royal Decree Law 13/2010, of 3 December, on economic organization has modified certain articles in the Consolidated Spanish Companies Law that also affect the bylaws and the aforesaid Regulation.

As a result, the Board of Directors of the Company proposes to the General Shareholders' Meeting called for 13 and 14 April 2011 a modification of the bylaws in order to adapt all legal references to the new regulations and to incorporate some of the innovations they introduce, mainly the change in the registered office and the place of the General Meeting, publicity of the call and the right to attend.

The Board of Directors also proposes to the General Shareholders' Meeting a modification of the Regulation of the General Meeting that would also require, first, adaptation of the legal references to the new regulations and, second, adaptation of some articles to the bylaws in the event the General Meeting should approve the proposed modifications.

Consequently, the Board of Directors proposes to the General Meeting modifications of articles 5, 9, 14 and 19 of the Regulation of the General Meeting, which was until now worded as follows:

"Article 5.- Powers of the General Meeting

The General Shareholders' Meeting shall decide upon matters under its authority in accordance with the Law and the bylaws, particularly regarding the following matters:

1. Appointment and dismissal of Directors and ratification and revocation of provisional appointments of said directors by the Board itself.

2. Appointment of Account Auditors.

3. Inspection of company management and approval of accounts of previous year and use of result.

4 Issuance of bonds, increase or decrease of share capital and delegation, as necessary, to the Board of Directors, within the terms of the law, the power to specify the date or dates of execution, where the Board may make use of all or part of said delegation, or refrain from executing it owing to conditions in the market, the company or any fact or event of special importance that would justify such a decision, in the judgement of the Board. In this case, the Board shall be accountable for such a decision to the first General Shareholders' Meeting held after the period authorised for execution. It may also delegate to the Board of Directors the authority to increase the share capital pursuant to article 153.1.b) of the Spanish Law on Joint Stock Companies.

5. Modification of bylaws.

6. Dissolution, merger, division and transformation of the Company.

7. Approval of Specific Regulation for General Meeting and subsequent modifications.

8. Decision on any matter submitted to it by the Board of Directors in the event of conditions or facts affecting the Company, shareholders or company bodies or any public offering of shares issued by the Company that does not merit a favourable report of the Board of Directors.

9. Grant the Board of Directors powers for unforeseen circumstances."

"Article 9. Formal requirements for call.

The call must be published in the Official Gazette of the Mercantile Register and in one of the newspapers with the largest circulation in the province in which the Company's registered offices are located at least one month prior to the meeting.

Further, the call will be reported to the Spanish securities market regulator and published on the Company website at least one month prior to the meeting."

"Article 14.- 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). Shareholders who do not hold the number of shares required to attend may form groups for this purpose."

"Article 19.- Place of Meeting.

The General Meeting shall be held in the town in which the Company's registered office is located."

Once the resolution has been adopted, the amended articles shall then be worded as follows:

"Article 5.- Powers of the General Meeting

The General Shareholders' Meeting shall decide upon matters under its authority in accordance with the Law and the bylaws, particularly regarding the following matters:

1. Appointment and dismissal of Directors and ratification and revocation of provisional appointments of said directors by the Board itself.

2. Appointment of Account Auditors.

3. Inspection of company management and approval of accounts of previous year and use of result.

4 Issuance of bonds, increase or decrease of share capital and delegation, as necessary, to the Board of Directors, within the terms of the law, the power to specify the date or dates of execution, where the Board may make use of all or part of said delegation, or refrain from executing it owing to conditions in the market, the company or any fact or event of special importance that would justify such a decision, in the judgement of the Board. In this case, the Board shall be accountable for such a decision to the first General Shareholders' Meeting held after the period authorised for execution. It may also delegate to the Board of Directors the authority to increase the share capital pursuant to article 297.b) of the Spanish Companies Law.

5. Modification of bylaws.

6. Dissolution, merger, division and transformation of the Company.

7. Approval of Specific Regulation for General Meeting and subsequent modifications.

8. Decision on any matter submitted to it by the Board of Directors in the event of conditions or facts affecting the Company, shareholders or company bodies or any public offering of shares issued by the Company that does not merit a favourable report of the Board of Directors.

9. Grant the Board of Directors powers for unforeseen circumstances."

"Article 9. Formal requirements for call.

The call must be published under the terms of the Company's bylaws."

"Article 14.- Right to attend.

Shareholders holding shares with a total at least 1,000 Company shares 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). Shareholders who do not hold the number of shares required to attend may form groups for this purpose."

"Article 19.- Place of Meeting.

The General Meeting shall be held in Pamplona."

C) APPROVAL OF THE REPORT.

This report was unanimously issued and approved by the Board of Directors of the Company at its meeting of 28 February 2011.

In Pamplona, 28 February 2011.