ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS IN PUBLICLY TRADED COMPANIES

ISSUER IDENTIFICATION

YEAR ENDING	31/12/2013

Registered Name:

VISCOFAN SA

Registered Address:

Polígono Industrial Berroa – C/ Berroa 15-4ª planta – 31192 Tajonar – Navarra (Spain)

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS IN PUBLICLY TRADED COMPANIES

A CORPORATE REMUNERATION POLICY FOR THE CURRENT YEAR

A,1 Explain the corporate remuneration policy. This section will include information on:

- General principles and foundations of the remuneration policy.
- Most significant changes in the remuneration policy applied during the previous year and changes made during the year to the conditions for the exercise of previously awarded options.
- Criteria used and composition of similar business groups whose remuneration policies were analysed to design the company's policy.
- Relative importance of variable remuneration items in comparison to fixed items and the criteria used to determine the components of the directors' remuneration package (*remuneration mix*).

Explain the remuneration policy

Principles and Foundations

- Exclusive approval by the General Shareholders Meeting, as stipulated in the bylaws of the Company.
- Objectiveness. Formulated in accordance with objective criteria, even-handedly towards all Board members.
- Adequacy. In accordance with the composition, an amount considered as sufficient compensation for their qualifications, dedication and responsibility and for ensuring due loyalty and bonds with the company, as well as their independence.
- Transparency. Detail per concept, assignment criteria and individual breakdown is published in the annual remuneration report and submitted to the advisory vote of the General Shareholders Meeting.

Most significant changes in comparison with the previous year.

- Fixed remuneration. The duties of non-executive directors and their responsibilities are separated from Company results.
- Remuneration for dedication. Payment of allowances to members of various committees depending on their requirements and payment of greater remuneration to committee Chairmen.
- Remuneration of the Executive Board Member. Remuneration of the Board Member is separated from remuneration of the Chief Executive Officer, the latter being linked to short and long-term company results.

Criteria taken into consideration

The remuneration policy has been prepared by the Board based on the best international practices of corporate government and in collaboration with external expert Mr. Spencer Stuart. It is also based on the core principles and foundations of the

Viscofan Group remuneration system.

Moreover, the Board and the Appointments and Remuneration Committee have also ensured that the policy does not imply significant changes to the amount of remuneration received by the various directors insofar as these sums are adapted to their responsibilities, dedication, position and type, taking into account the particular circumstances of the Company.

Relative significance of variable remuneration components and criteria for determining different components of the remuneration package.

Non-executive Board members do not receive variable remuneration.

Annual variable remuneration of the Chief Executive Officer may amount to up to 40% of their fixed remuneration, and variable three-year remuneration by up to another 40%. Both shall be established by using as a reference point the same criteria determined for Viscofan senior management, applying a combination of parameters based on achieving Group targets linked to results and share price growth, as well as personal performance. The annual amount shall be determined based on an evaluation of the Chief Executive Officer, performed by the Appointments and Remuneration Committee.

A,2 Information on the preparatory work and decision-making process followed to determine the remuneration policy and role, if any, performed by the remuneration committee and other supervisory bodies in shaping the remuneration policy. This information will include, where appropriate, the mandate given to the remuneration committee, its composition and the identity of the external consultants whose services have been used to define the remuneration policy. Also describe the character of the directors, if any, who have been involved in the definition of the remuneration policy.

Explain de process for determining the remuneration policy

In 2011 the Appointments and Remunerations Committee contracted external expert Mr. Spencer Stuart to review the remuneration of the Board. This project was interrupted due to the expected amendments to the legislation corresponding to this matter and it was resumed several months later, since no progress had been made in this regard.

The Board of Directors unanimously approved the proposal of the Appointments and Remuneration Committee recommending that the remuneration policy should be reviewed by an external expert in this area, based on best corporate governance practices. and that the results should be reported at the 2013 General Shareholders' Meeting. The shareholders were informed about this agreement at the General Shareholders' Meeting held on 23 May 2012.

To meet this commitment, the Appointments and Remuneration Committee headed by the Chairman and the Independent Board Member Mr. Ignacio Marco-Gardoqui, worked with input from Board Members Ms. Laura González Molero and Mr. José Cruz Pérez Lapazarán and assessment and close collaboration from Mr. Spencer Stuart, to draw up a

proposal that, as corroborated by Mr. Spencer Stuart prior to his presentation to the Board, was in line with his expert recommendations and included international corporate governance best practices while also adhering to the principles and foundations that must form the basis of the Viscofan Group remuneration system.

This proposal was presented to the Board of Directors and approved at the meeting held on 22 March 2013. It was approved by advisory vote at the General Shareholders' Meeting held on 30 April 2013.

A,3 Indicate the amount and nature of the fixed components, with a breakdown where necessary, of the remuneration for the performance of senior management functions by the executive directors, the additional remuneration as chairman or member of any board committee, per diem payments for participation in the board and its committees and other fixed payments for the directorship and an estimate of the fixed annual remuneration to which they give rise. Identify other benefits not paid in cash and the basic parameters for which they are given

Explain the fixed components of the remuneration

Estos son los componentes fijos de la remuneración y su cuantificación para el año 2013

Non-executive Board Members
Fixed remuneration. 2013: €80,000
Allowances for meeting attendance. 2013: €3,000/meeting

Chairman of the Board
Fixed remuneration. 2013: €350,000

Deputy Chairmen of the Board
First Deputy Chairman. 2013: €250,000
Second Deputy Chairman. 2013: €175,000

Executive Committee
Fixed remuneration. 2013: €100,000

Audit Committee
Members. 2013: €30,000
Chairman. 2013: €45,000

Appointments and Remuneration Committee
Members. 2013: €20,000
Chairman. 2013: €30,000

Chief Executive Officer
Fixed remuneration. 2013: €350,000
Life and accident insurance.

Healthcare.
Company car.

Total maximum limit
Total remuneration of the Board < 1.5% net earnings of Viscofan Group.
Remuneration for other functions due to work-related or professional services is not included.

Boards of other Viscofan Group companies. IAN Board.
Members. 2013: €25,000
Chairman. 2013: €50,000

A,4 Explain the amount, nature and main characteristics of the variable components of the remuneration systems.

In particular:

- Identify each remuneration plan of which directors are beneficiaries, their scope, approval date, implementation date, validity period and main features. For share option plans and other financial instruments, the general features of the plan will include information on the conditions for exercising such options or financial instruments for each plan.
- Indicate any payments made under profit-sharing or bonus schemes, and the reason why they were granted.
- Explain the basic parameters and grounds for any annual bonus scheme.
- The types of directors (executive directors, external directors, independent directors or other external directors) that are beneficiaries of remuneration systems or plans that incorporate a variable remuneration.
- The foundations of such variable remuneration systems or plans, the criteria chosen to assess performance as well as the components and assessment methods to determine whether the criteria have been met or not, and an estimate of the total amount of variable remuneration that would result from the current compensation plan, as a function of the degree to which targets or benchmarks have been met.
- Where appropriate, give information on deferral periods or deferral of payment established and/or holdback periods for shares or other financial instruments, if any

Explain the variable components of the remuneration systems

The only non-fixed remuneration item contained in the Policy corresponds to the Chief Executive Officer.

This is determined as annual variable remuneration of up to 40% of his/her fixed remuneration (up to €140,000 in 2013) and three-yearly variable remuneration of up to another 40% (up to €140,000 in 2015).

Both shall be established by using as a reference point the same criteria established for Viscofan senior management, applying a combination of parameters based on achieving Group targets linked to results and share price growth, as well as personal performance.

The amount of annual remuneration is established based on data corresponding to EBITDA, net earnings, share price, sales and achieving the targets established for each area, all of which are set in accordance with the annual plan. The annual amount shall be determined based on the evaluation of the Chief Executive Officer, as per the report prepared by the Appointments and Remuneration Committee. Three-year remuneration shall be established as follows: 40% corresponds to share price evolution and 60% to the evolution of the equity value plus distributed dividends, applied to a percentage of individual remuneration, with a fixed maximum amount, corresponding to each particular case.

A,5 Explain the main features of the systems of long-term savings, including retirement and any other survivor benefit, partly or wholly funded by the company, whether endowed internally or externally, with an estimate of their amount or annual equivalent cost, indicating the type of plan, whether defined contribution or defined benefit, the conditions for the vesting of the directors' economic rights and their compatibility with any type of severance payment for early cancellation or termination of the contractual relationship between the company and the director.

Also indicate payments made to any director's defined-benefit pension scheme; or any increase in the director's vested rights when linked to contributions to defined-benefit schemes.

Explain the long-term savings systems

Not applicable. Not covered by the remuneration policy.

A,6 Indicate any indemnity payments agreed or paid in the event of termination of the directorship.

Explain the indemnity payments

The policy only includes compensation payments for the Chief Executive Officer.

If, during the course of their term, the term is terminated without justifiable cause, they will have the right to compensation equal to two yearly salaries at the last received rate, while being subject to a non-compete obligation for the following three years.

A,7 Indicate the conditions that the contracts of executive directors in senior management positions must respect. Among other aspects, give information on the duration, limits to the amounts of indemnity, tenure clauses, notice periods and payments that can replace such notice periods, and any other clauses regarding hiring

bonuses, as well as severance payments or ring-fencing for early cancellation or termination of the contractual relationship between the company and the executive director. Include, inter alia, covenants or agreements regarding non-competition, exclusivity, tenure or loyalty and non-competition after termination of contract.

Explain the conditions of the contracts of executive directors

The contract of the Chief Executive Officer is governed by the stipulations of the remuneration policy approved by the General Shareholders Meeting.

It includes compensation equal to two yearly salaries at the last received rate, in case of termination without justifiable cause, while being subject to a non-compete obligation for the three years following the contract termination.

In the event of non-compliance, any received compensation must be returned, along with a payment equal to three times its value as damages.

Moreover, the contract stipulates a six-month advance notice in case of contract termination, which must be fulfilled by both parties. In the event of non-compliance, the defaulting party must provide compensation to the other party for the sum of salary payments corresponding to the unobserved advance notice period.

A,8 Explain any additional remuneration paid to directors for services rendered other than those inherent to their directorship.

Explain supplementary remuneration items

No other supplementary remuneration items exist, except for the remuneration of the Chief Executive Officer detailed above.

A,9 Indicate any remuneration granted in the form of advances, credits and guarantees, indicating the interest rate, key features and any amounts finally repaid, as well as the obligations against them by way of guarantee

Explain the advances, credits and guarantees granted.

Not applicable. Not granted.

A,10 Explain the main features of remuneration in kind.

Explain any remuneration in kind.

The only types of in-kind remuneration that may be received by the Chief Executive shall be life and accident insurance and healthcare, similarly to that of senior management, and a company vehicle.

A,11 Indicate the remuneration accruing to the director by virtue of payments made by the listed company to a third party in which the director provides services, when such payments are intended to remunerate the director's services in the company.

Explain the remuneration accruing to the director by virtue of payments made by the listed company to a third party in which the director provides services

Not applicable.

A,12 Any kind of remuneration item other than those listed above, regardless of their nature or the group entity paying them, especially when it may be considered a related-party transaction or when its issuance would distort the true picture of the total remuneration received by the director.

Explain other remuneration items.

Not applicable. There are no further pay items other than those described in the preceding points.

A.13 Explain the actions taken by the company in connection with the remuneration system to reduce excessive risk exposure and match it to the long-term targets, values and interests of the company. Include, where appropriate, a reference to: measures designed to ensure that the remuneration policy is aligned with the long-term performance of the company; measures establishing an appropriate balance between fixed and variable compensation; measures taken in relation to those categories of staff whose professional activities have a material impact on the risk profile of the entity; clawback formulae or clauses to reclaim variable components of performance-based remuneration when such components have been paid on the basis of data that is subsequently proven to be wholly inaccurate; and measures designed to prevent conflicts of interest, where applicable

Explain the actions taken to reduce the risks

Variable remuneration of the Chief Executive Officer, similarly to that of senior management, is linked to the targets of the Group to which this Company belongs, both from a short-term and long-term perspective, by means of an annual and three-year remuneration schedule.

Annual remuneration shall be mainly established in accordance with achieving the Group's revenue targets and share price evolution, and a small percentage shall correspond to individual performance.

These targets shall include data corresponding to EBITDA, net earnings, share price and

sales, established in accordance with the annual plan. The annual amount shall be determined based on an evaluation of the Chief Executive Officer by the Board of Directors.

Three-year remuneration shall be established as follows: 40% corresponds to share price evolution and 60% to the evolution of the equity value plus distributed dividends, applied to a percentage of individual remuneration, with a fixed maximum amount. In order to define its proportion in reference to fixed remuneration components, it is established that the maximum amount of each will stand at 40% of fixed remuneration.

Moreover, in order to reduce exposure to excessive risk, the Company has established a maximum amount of remuneration for the Board; total remuneration received by the Board of Directors and its committees may not exceed 1.5% of Viscofan Group net earnings.

B - REMUNERATION POLICY FORECAST FOR FUTURE YEARS

B,1 Give a general forecast of the remuneration policy for future years, describing the policy with respect to: fixed components and variable remuneration and per diem payments, the relationship between remuneration and performance, pension systems, conditions of executive directors' contracts and forecast regarding the most significant changes in remuneration policy with respect to previous years

General forecast of the remuneration policy.

It shall be based on the same principles and contain the same remuneration items as the policy approved for the year 2013.

Non-executive Board Members.
They shall receive fixed remuneration as Board members. Additionally, they shall receive an allowance for attending the meetings of the Board. They shall not receive variable remuneration.

Chairman and Deputy Chairmen of the Board.
They shall receive a fixed amount.

Executive Committee. They shall receive fixed remuneration.

Audit Committee and Appointments and Remuneration Committee
They shall receive fixed remuneration. The respective Chairmen shall receive 1.5 times this amount.

Chief Executive Officer.

Receives:

- Fixed remuneration.
- Variable remuneration and variable remuneration every three years.
- Both shall be established by using as a reference point the same criteria determined for Viscofan senior management, applying a combination of parameters based on achieving Group targets linked to results and share price growth, as well as personal performance, as described in section A.13.

The annual amount shall be decided on the basis of the evaluation of the Chief Executive Officer by the Board of Directors.

The Chief Executive Officer shall not receive any remuneration for positions held on Board Commissions or on other Boards of Administration of Viscofan Group, nor allowances for attending Board of Directors or committee meetings.

Maximum limit.

Remuneration of the Board of Directors and its committees may not exceed 1.5% of Viscofan Group net earnings. Remuneration related to the performance of work or professional duties shall not be calculated for the purposes of this limit.

Boards of other Viscofan Group companies.
Board members of the Viscofan parent company shall not be remunerated for positions held on the Boards of subsidiaries.

The only exception shall be Industrias Alimentarias de Navarra, S.A.U. where, due to its special commercial situation, fixed remuneration may be received as established for the Board of Directors for this Company, except for Executive Board Members of Viscofan, S.A. who shall not receive any compensation.

Application of the Remuneration Policy in 2014:

Non-executive Board members.
Fixed contribution. 2014: €80,000
Allowances for meeting attendance. 2014: €3,000/meeting

Chairman of the Board
Fixed remuneration. 2014: €350,000

Deputy Chairmen of the Board
First Deputy Chairman. 2014: €250,000
Second Deputy Chairman. 2014: €175,000

Executive Committee
Fixed remuneration. 2014: €100,000

Audit Committee
Members. 2014: €30,000
Chairman. 2014: €45,000

Appointments and Remuneration Committee
Members. 2014: €20,000
Chairman. 2014: €30,000

Chief Executive Officer
Fixed remuneration. 2014: €350,000
Variable Compensation: *Annual: max. 40% of fixed compensation for 2014: maximum €140,000
*Three-year: max. 40% of fixed compensation for 2015
Life and accident insurance.
Healthcare.
Company car.

Total maximum limit
Limit for total compensation of the Board < 1,5% of Viscofan Group net earnings, excluding compensation received for work-related or professional relationships.

Boards of other Viscofan Group companies. IAN Board.
Members. 2014: €25,000
Chairman. 2014: €50,000

B,2 Explain the decision-making process for shaping the remuneration policy planned for future years, and the role, if any, performed by the remuneration committee.

Explain the decision-making process for shaping the remuneration policy.

The Appointments and Remuneration Committee is responsible for making the following proposals to the Board of Directors:
i. the remuneration policy for Directors and executives, as well the distribution of Directors' remuneration;
ii.- individual remuneration of executive Board members and all other terms of their contracts.
iii.- the basic terms and conditions of contracts with the Group's senior executives.
iv. the remuneration policy for company directors, senior executive officers and employees in relation to shares and options, as and when applicable, including any long-term remuneration policies.

Therefore, each year the Appointments and Remuneration Committee shall prepare a proposal for the application of the remuneration policy in terms of its quantification, distribution and, where applicable, the determination of variable remuneration, for

approval by the Board of Directors and a subsequent advisory vote by the General Shareholders Meeting of the Company.

Moreover, when determining the amount of variable remuneration, the Appointments and Remuneration Committee shall review the evaluation of the Chief Executive Officer as well as other parameters and it shall propose a quantifiable amount for this remuneration.

At the same time, the Appointments and Remuneration Committee shall perform an annual review of the remuneration policy in order to suggest, as the case may be, its alignment with best market practices, if such an application is considered suitable for this policy.

The Board of Directors shall review the proposal submitted by the Committee and, if approved, it shall be submitted for advisory approval at the General Shareholders Meeting.

B,3 Explain the incentives created by the company in the remuneration system to reduce excessive risk exposure and match it to the long-term targets, values and interests of the company.

Explain the incentives created to reduce risks.

Variable remuneration of the Chief Executive Officer, just like that of senior management, is linked to the targets of the Group to which this Company belongs, both from a short-term and long-term perspective, by means of an annual and three-year remuneration schedule.

Annual remuneration shall be mainly established in accordance with achieving the Group's revenue targets and share price evolution, and a small percentage shall correspond to individual performance.

These targets shall include data corresponding to EBITDA, net earnings, share price and sales, established in accordance with the annual plan. The amount shall be decided on the basis of the evaluation of the Chief Executive Officer by the Board of Directors.

Three-year remuneration shall be established as follows: 40% corresponds to share price evolution and 60% to the evolution of the equity value plus distributed dividends, applied to a percentage of individual remuneration, with a fixed maximum amount. In order to define its proportion in reference to fixed remuneration components, it is established that the maximum amount of each will stand at 40% of fixed remuneration.

Moreover, in order to reduce exposure to excessive risk, the Company has established a maximum amount of remuneration for the Board; total remuneration received by the Board of Directors and its committees may not exceed 1.5% of Viscofan Group net

earnings.

C - GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY HAS BEEN APPLIED DURING THE FINANCIAL YEAR ENDING

C,1 Give a brief explanation of the main features of the structure and remuneration items of the remuneration policy applied during the last financial year, resulting in the breakdown of the individual remuneration accrued by each of the directors listed in Section D of this report, and a summary of the resolutions passed by the board to implement these items.

Explain the structure and remuneration items of the remuneration policy applied during the year.

The following initial levels of remuneration have been established:

Non-executive Board Members
Fixed remuneration as Board members. €80,000
Allowances for attendance of each Board meeting: €3,000

Chairman of the Board
Fixed remuneration: €350,000

Deputy Chairmen of the Board
First Deputy Chairman: €250,000
Second Deputy Chairman: €175,000

Executive Committee
Fixed remuneration: €100,000

Audit Committee
Fixed remuneration: €30,000
Chairman: €45,000

Appointments and Remuneration Committee
Fixed remuneration: €20,000
Chairman: €30,000

Chief Executive Officer
Fixed remuneration: €350,000
Annual variable remuneration: calculated at €116,200 with a maximum amount set at €140,000, as a result of parameters applied to EBITDA, net earnings, share price and sales, established in accordance with the annual plan, as well as individual performance.

Furthermore, the Chief Executive received life and accident insurance and healthcare, as did members of the senior management, and a company vehicle.

Boards of other Viscofan Group companies: IAN
Chairman. 50.000 €
The First Deputy Chairman of the Board of Directors of Viscofan, S.A. is the Chairman of IAN Board of Directors.
The Chairman of Viscofan, S.A. is a member of the IAN Board but gets no remuneration for this position.

Total maximum limit.
Total remuneration of the Board of Directors and its committees did not exceed 1.5% of Viscofan Group net earnings.
Remunerations for other professional or work relationships are not taken into account.

As a result of the application of this limit, the aforementioned remuneration was reduced in accordance with the individual remuneration schedules attached as Annexes D.1a)i), D.1b)i) and D.1c)i) to this report.

D- BREAKDOWN OF INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

NAME	TYPE	ACCRUAL PERIOD 2013
IGNACIO MARCO-GARDOQUI IBAÑEZ	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
JOSE CRUZ PEREZ LAPAZARÁN	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
LAURA GONZALEZ MOLERO	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
JOSE DOMINGO DE EMPUERO Y OSMA	EXECUTIVE	FROM 01/01/2013 to 31/12/2013
NESTOR BASTERRA LARROUDE	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
JOSE MARIA ALDECOA SAGASTASOLOA	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
AGATHA ECHEVARRIA CANALES	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
ALEJANDRO LEGARDA ZARAGüETA	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013
GREGORIO MARAÑON BERTRAN DE LIS	INDEPENDIENTE	FROM 01/01/2013 to 31/12/2013

D,1 Complete the following tables on the individual remuneration of each of the directors (including remuneration for carrying out executive functions) accrued during the year.

a) Remuneration accrued in the company covered by this report:

i) Cash remuneration (000'€)

Name	Salary	Fixed Remuneration	Allowances	Compensation Variable in short-term	Compensation Variable in long-term	Remuneration for positions on Board committees	Penalties	Others	2013 Total	2012 Total
Gregorio Marañón Bertran de Lis	0	72	29	0	0	27	0	0	128	135
José Cruz Perez Lapazarán	0	72	29	0	0	18	0	0	119	127
Ignacio Marco-Gardoqui Ibañez	0	72	32	0	0	27	0	0	131	118
José Domingo de Ampuero y Osma	350	314	0	116	0	0	0	0	780	488
Alejandro Legarda Zaragüeta	0	72	32	0	0	40	0	0	114	138
Agatha Echevarria Canales	0	228	32	0	0	117	0	0	377	424
Nestor Basterra Larroudé	0	296	32	0	0	90	0	0	418	446
Laura Gonzalez Molero	0	72	32	0	0	18	0	0	122	114
José María Aldecoa Sagastasoloa	0	72	32	0	0	27	0	0	131	65

ii) Share-based remuneration systems

iii) Long-term savings systems

b) Remuneration accruing to company directors for membership of boards in

other group companies:

i) Cash remuneration (000'€)

Name	Salary	Fixed Remuneration	Allowances	Compensation Variable in short-term	Compensation Variable in long-term	Remuneration for positions on Board committees	Penalties	Others	2013 Total	2012 Total	Name
José Domingo de Ampuero y Osma	0	0	0	0	0	0	0	0	0	216	
Nestor Basterra Larroudé	0	45	0	0	0	0	0	0	45	108	

ii) Share-based remuneration systems
iii) Long-term savings systems

c) Summary of remuneration (thousands €):

This should include a summary of the amounts corresponding to all the remuneration items included in this report that have accrued to the director, in thousand euros .

Where there are long-term Saving Systems, include contributions or endowments made to such systems:

Name	Remuneration accruing to the company				Remuneration accruing to group companies				Totals		
	Total Cash remuner.	Value of Shares granted	Gross profit on options exercised	2013 Total	Total Cash remuner.	Value of Shares granted	Gross profit on options exercised	2013 Total	2013 Total	2012 Total	Contribu. To saving systems /year
Gregorio Marañón Bertran de Lis	128	0	0	128	0	0	0	0	128	135	0
José Cruz Perez Lapazarán	119	0	0	119	0	0	0	0	119	127	0
Ignacio Marco-Gardoqui Ibañez	131	0	0	131	0	0	0	0	131	118	0
José Domingo de Ampuero y Osma	780	0	0	780	0	0	0	0	780	704	0
Alejandro Legarda Zaragüeta	144	0	0	144	0	0	0	0	144	138	0
Agatha Echevarria Canales	377	0	0	377	0	0	0	0	377	424	0
Nestor Basterra Larroudé	418	0	0	418	45	0	0	45	463	554	0
Laura Gonzalez Molero	122	0	0	122	0	0	0	0	122	114	0
José María Aldecoa Sagastasoloa	131	0	0	131	0	0	0	0	131	65	0
TOTAL	**2,350**	**0**	**0**	**2,350**	**45**	**0**	**0**	**45**	**2,395**	**2,379**	**0**

D,2 Give information on the relationship between the remuneration received by the directors and the earnings or other performance indicators of the entity, explaining,

where appropriate, how variations in the company's performance may have influenced the variation in directors' remunerations

The Company's results and performance are directly related to the following aspects of remuneration of the Board Members:

Remuneration of the Chief Executive Officer.

Remuneration of the Chief Executive Officer consists of the following:

- Annual variable remuneration and variable remuneration every three years.

Both shall be established by using as a reference point the same criteria determined for Viscofan senior management, applying a combination of parameters based on achieving Group targets linked to results and share price growth, as well as personal performance.

The amount of annual remuneration is established based on data corresponding to EBITDA, net earnings, share price and sales, all established in accordance with the annual plan.

The amount shall be decided on the basis of the evaluation of the Chairman by the Board of Directors.

Three-year remuneration shall be established as follows: 40% corresponds to share price evolution and 60% to the evolution of the equity value plus distributed dividends, applied to a percentage of individual remuneration, with a fixed maximum amount, corresponding to each particular case.

Therefore, company performance is directly related to the amount of annual variable remuneration of the Chief Executive Officer.

Maximum limit.

It is established that the maximum amount of total remuneration received by the Board of Directors and its committees may not exceed 1.5% of Viscofan Group net earnings.

Remuneration related to the performance of work or professional duties in the Company that are different from those performed as Board members will not be calculated for the purposes of the established limit.

This ensures that remuneration of the Board of Directors does not impose an excessive load on the company's results in case of reduced results or performance.

D,3 Give information on the outcome of the consultative vote of the annual general meeting on the annual remuneration report of the previous year, indicating the number

of votes cast against, if any

	Number	% of total
Votes cast	36,211,230	100%

	Number	% of votes cast
Votes against	3,292,264	9.09%
Votes in favour	31,703,197	87.55%
Abstentions	1,215,769	3.36%

E- OTHER INFORMATION OF INTEREST

If there are any relevant aspects relating to directors' remuneration that you have not been able to describe in other sections of this report but that are necessary to provide more comprehensive and fully reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

This annual report on the remuneration of directors has been approved by the company's board of directors on the 27th February 2014.

Indicate whether any board members have voted against or abstained with respect to the approval of this report.

☐ Yes No X ☐