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REGULATIONS OF THE BOARD OF DIRECTORS.

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

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Preamble

In accordance with Law and the bylaws, these Regulations provide measures designed to guarantee the best possible administration of the Company. They lay down the action principles followed by the Board of Directors, the rules for its organisation and operation, the codes of conduct for its members and the general principles that are to govern its activities.

The general principles that are essentially adopted by the Board of Viscofan for the governance of said company are as follows:

- sustained maximisation of the company's value;
- efficiency;
- diligence;
- responsibility;
- transparency;
- loyalty;
- professionalism;
- secrecy;
- faithfulness;
- independence.

These principles that are being formalised hereby are open and may be amended by resolution of the plenary session of the company's Board of Directors insofar as they do not violate Law and the company bylaws in effect at the time.

They will come into effect as and when they are adopted by the Board.

Said general principles are provided in the following articles, which constitute the regulations that are to govern the actions taken by the company's Board of Directors henceforth:

CHAPTER I. Governing Law, Amendments to and Interpretation of the Regulations

Article 1. Governing Law

The Board of Directors' actions will be subject to the following in the following order of priority:

a) the laws applicable to it as a company, the fact that it is listed on the stock exchange and in accordance with its specific area of action;
b) for all matters that do not violate said laws, the company bylaws;
c) these regulations;

d) the resolutions adopted by the Board in accordance with the corresponding legal and statutory formalities.

Article 2. Amendments to the Regulations

These Regulations may be amended by resolution of the Board of Directors adopted in accordance with the corresponding legal and statutory requirements.

The call to the meeting that is to discuss and, where applicable, adopt the amendment must include the proposal for said amendment.

Article 3. Interpretation of the Regulations

The Board of Directors will resolve on any doubts arising from the application of these Regulations in accordance with the general criteria for the interpretation of laws and the spirit and purpose of the company bylaws.

CHAPTER II. The Board of Directors' Mission

Article 4. The Board of Directors' Function

The Board of Directors' essential function is the general supervision of the business carried out by the company Viscofan and, where applicable, the companies in its group.

The Board will carry out its functions under one single purpose and in accordance with independent criteria, dealing with all shareholders in the same way and proceeding in the company's interest, understanding how to maximise the company's economic value in a sustained manner.

Article 5. Powers of Exclusive Knowledge

In addition to matters reserved exclusively for the Board in full by law, the following matters are exclusively the responsibility of the Board of Directors:

a) Preparing the annual accounts and submitting them to the General Meeting.

b) Any powers delegated by the General Meeting to the Board of Directors, unless expressly authorised by the former to subdelegate the same.

c) the company's policies and general lines of strategy, and in particular:

i) the strategic or business plan, as well as management targets and annual budgets;
ii) investment and financing policy;
iii) defining the structure of the corporate group;
iv) corporate governance policy;
v) corporate social responsibility policy;
vi) policy on the remuneration and assessment of the performance of senior managers;
vii) risk control and management policy, as well as the regular monitoring of internal information and control systems;
viii) policy on dividends and treasury stock and, especially, the limits thereto.

d) The following decisions:

i) at the proposal of the Company's chief executive, the appointment and, where applicable, separation of senior managers, together with their severance clauses;
ii) the remuneration of directors and, in the case of executive directors, the additional remuneration to be paid for their executive duties and other terms and conditions of their contracts;
iii) the financial information the Company is required to report regularly as a listed company;
iv) all kinds of investments or transactions whose significant amounts or special characteristics render them of a strategic nature, unless approval thereof corresponds to the General Shareholders Meeting;
v) the creation or acquisition of interests in special purpose vehicles or entities registered in countries or territories regarded as tax havens, as well as any other transactions or operations of a similar nature whose complexity might impair the transparency of the group.

e) Transactions made by the company with directors, major shareholders or shareholders with Board representation, or with other persons related thereto ("related transactions").

However, the Board's authorisation need not be required in connection with related transactions that simultaneously meet the following three conditions:

1. They are governed by standard agreements applied across-the-board to a large number of clients;

2. They are arranged at prices or rates set on a general basis by the party acting as supplier of the goods or services in question;
3. The amount thereof is no more than 1% of the Company's annual revenues.

The Board will approve related transactions following a favourable report from the Audit Committee.

f) Definition of the policy on reporting to shareholders, markets and public opinion.

g) The organisational powers of the Board of Directors and amendment of these regulations.

h) The delegation of powers to any of its members, in the terms established by Law and the articles of incorporation and the withdrawal of such powers.

i) The appointment and dismissal of the company's CEOs, in addition to the establishment of their contract terms and conditions.

j) The appointment and dismissal of those directors directly reporting to the board or to one of its members, in addition to the establishment of the basic terms and conditions of their contracts, including remuneration.

k) The decisions relating to the remuneration of the directors, within the statutory framework and, where applicable, the remunerations policy approved by the General Meeting.

Overseeing the effective functioning of any committees set up and the action of any delegated bodies and directors appointed.

l) The preparation of any type of report to the governing body, as required by law, providing that the operation covered by the report cannot be delegated.

m) Determination of the Company's corporate website content.

n) Appointing directors should vacancies arise, following a proposal to such effect from the Appointments and Remuneration Committee, and until the next General Shareholders Meeting is held.

o) Accepting resignations tendered by Board members.

p) The authorisation or waiver of the obligations derived from the duty of loyalty in accordance with article 27 hereof and the applicable regulations.

q) Any other exclusive powers conferred by applicable law, the current company bylaws or these Regulations.

CHAPTER III. Composition of the Board

Article 6. Composition of the Board

The Board of Directors will comprise the number of Directors determined by the shareholders at the General Shareholders Meeting within the limits set down in the company bylaws.

The Board will propose to the shareholders at the General Shareholders Meeting the most appropriate number to ensure due representation and the effective operation of the Board based on the changing circumstances of the Company.

Article 7. Operation of the Board

The Board of Directors will be quorate when its meetings are attended in person or by proxy by half plus one of its members.

Resolutions will be adopted by absolute majority vote of the Directors attending the meeting and the Chairman will have the casting vote.

In order to approve the permanent delegation of any powers of the Board and the appointment of directors who are to have delegated powers, the favourable vote of two thirds of the members of the Board is required.

The resolutions will be recorded in the Company's minutes book and must be signed by the Chairman and the Secretary of said body, as must the certificates that are issued for the resolutions that are adopted.

Article 8. Appointment of Directors

The shareholders at the General Shareholders Meeting or the Board of Directors itself will elect the Directors in the circumstances provided in law.

The Board of Directors must ensure that the procedures to select its members favour the diversity of gender, experiences, knowledge and that there is no implicit bias that may involve some type of discrimination, and, in particular, they should facilitate the selection of women directors.

Any proposals must be accompanied, in any case, by an explanatory report from the Board, assessing the competence, experience and merits of the candidate proposed, and shall include the presence on the Board of a reasonable number of independent directors and shall tend to maintain a majority of directors who are external to management.

The Directors shall hold their office for the term provided for in the articles of association, and may be re-elected once or several times.

Independent directors may not be re-elected or appointed for a new term of office under the same classification when they have sat on the company's Board for a term of twelve (12) years from the date on which they were first appointed.

Independent directors who reach the limit of twelve (12) years provided in the foregoing paragraph while their term of office is in progress may continue in their post and maintain their classification as independent until the completion of their term of office.

Under no circumstances will the provisions of the foregoing paragraphs limit the power of the company's General Shareholders Meeting or, where applicable, the Board of Directors to re-elect or appoint a specific candidate as director and, where applicable, it will affect only his/her possible classification as an independent director.

Article 8 bis,- Types of directors.

The directors may be:

- executive: those that perform management duties within the company or group
- non-executive: other directors, who may be independent, nominee or external, based on the definitions and requirements established by the regulations in force.

CHAPTER IV. Bodies of the Board

The Board of Directors itself may appoint from among the Directors a Chairman, a First Vice-Chairman, a Second Vice-Chairman, a Third Vice-Chairman and a Secretary (who need not be a Director) of the Board of Directors; they will also act as such at the General Shareholders Meeting.

Article 9. The Chairman

The Chairman of the Board will be elected from among the members of the Board, subject to a report by the Appointments and Remuneration

Committee. The term of office will coincide with that which is applicable to his/her position as Director.

The Chairman is fully responsible for the effective operation of the Board of Directors.

The Chairman's powers are as follows:

a) Calling and chairing the meetings of the Board of Directors, setting the agenda of the meetings and directing the discussions and debates.
b) Chairing the annual general shareholders' meeting.
c) Ensuring that the directors receive sufficient prior information to allow them to consider the items on the agenda.
d) Encouraging debate and the active participation of the directors during the meetings, safeguarding their right to freely adopt a position.

e) Other powers assigned legally and through the articles of association.

Furthermore, the Chairman shall have powers that, in order to be exercised, must have either the appropriate prior agreement of the Board or, when the urgency of the matter makes postponement inadvisable, then subsequent approval must be obtained.

Article 9 bis.- The Coordinating Director

If the posts of Chairman of the Board and CEO of the company are vested in the same person, one of the independent directors will be awarded the following duties:

a) to request that a Board meeting be convened, or for new business to be added to the agenda;
b) to act as coordinator and a liaison for the non-executive directors and to voice their concerns;
c) to head the process whereby the Board assesses the performance of the Chairman.

Article 10. The Vice-Chairman

The Vice-Chairmen of the Board of Directors shall be elected amongst its members, subject to a report from the Appointments and Remuneration Committee. The term of office shall be the same as for his/her capacity as a Director.

The First Vice-Chairman will replace the Chairman in the event of the illness, absence or death of the latter.

In such cases, and for as long as the circumstances in question persist, the Vice-Chairman will be entitled to convene Board meetings and chair proceedings.

The Second Vice-Chairman and Third Vice-Chairman, where applicable, will exercise the same functions in relation to the First Chairman and the Second Vice-Chairman, respectively.

Article 11. The Secretary

The Secretary of the Board or, where applicable, the Vice-Secretary will carry out the following functions:

The Secretary of the Board or, where appropriate, the Vice-Secretary will have the following responsibilities:

a) Retention of the documentation of the board of directors, recording the course of the meetings in the minutes books, and attesting the contents thereof and the motions adopted.
b) Ensuring that the Board of Directors acts in compliance with applicable regulations and is mindful of the guidelines on good corporate governance.
c) Assisting the chairman in order to ensure that the directors receive the appropriate information to carry out their duties, in sufficient time and in a suitable format. Exercising any powers that, where appropriate, may be granted by the Board of Directors or, where appropriate, the General Shareholders' Meeting.
d) Acting as Secretary of the Executive Committee.

CHAPTER V. The Committees and Commissions

Article 12. Executive Committee

The Executive Committee will comprise the number and type of members set down in the company bylaws.

The Secretary of the Board of Directors will also serve as secretary of the Executive Committee.

The Board of Directors is empowered to appoint and remove its members based on a report by the Appointments and Remunerations Committee. The agreement must be approved by the favourable vote of two thirds of the members of the Board. The members of the Executive Committee

will automatically cease to sit on the Committee when they cease to serve as directors of the Company.

The Executive Committee will possess such authority and powers as are awarded by the company bylaws and, as appropriate, by the pertinent resolutions of the Board of Directors or the shareholders at the General Shareholders Meeting.

The Executive Committee will perform its duties with the utmost transparency before the Board, informing the latter of all business discussed and all resolutions adopted, and furnishing all Board members with the minutes of its meetings.

Article 13. Audit Committee

There will be an Audit Committee of the Board of Directors which will be formed by a minimum of three and a maximum of five members

The Audit Committee shall be exclusively comprised of non-executive Directors appointed by the Board of Directors. At least two must be independent Directors and one appointed taking into account his/her knowledge and experience in accounting, auditing or both.

The members of the Audit Committee will be appointed by the Board of Directors pursuant to legal requirements based on a report by the Appointments and Remunerations Committee, bearing in mind the accounting, auditing and risk management knowledge, skills and experience of the directors, and they will automatically cease to serve on the Committee when they cease to serve as directors of the Company or by decision of the Board of Directors.

Committee members will be automatically dismissed when they no longer hold a Director post in the Company or in accordance with a resolution by the Board of Directors.

Audit Committee members will appoint a Chairman selected from the independent Directors that form the Committee, who will be replaced every four years; the Chairman may be re-elected one year after he/she ceases to serve as Chairman.

The Audit Committee will be entitled to request the presence of any member of the management team or any company employee at its meetings, including the presence of the company's independent auditors or any company advisor whose presence is deemed desirable. All the aforementioned persons will be bound to cooperate and provide access to any information they may have.

The Audit Committee will report to the Board on the business it addresses and on all resolutions adopted at the Board meetings convened for such purpose, and will furnish all Board members with the minutes of its meetings. Notwithstanding the foregoing and if the Chairman of the committee deems it necessary based on the urgency and importance of the business in question, the information will be passed to the Board at the first meeting to be held after the committee meeting.

Notwithstanding other functions set out in governing legislation, company bylaws or assigned to it by the Board of Directors, the Audit Committee's mission will include the following:

A) To report to the General Shareholders' Meeting on any issues or concerns raised by shareholders and falling within its remit.

B)Proposing the appointment of the financial auditor to the Board of Directors, which will then pass the matter on to the General Shareholders Meeting in addition to the conditions of recruitment.

C) With respect to internal control and reporting systems:

(a) Overseeing the process of preparing and ensuring the integrity of the financial information relating to the company and its group, ensuring that the financial information internal control system (FIICS) is correctly designed and that all legal requirements have been met, and defining an appropriate consolidation perimeter, taking into account, among other aspects, the possible existence of complex corporate structures, special purpose vehicles, and the correct application of accounting standards.

(b) Overseeing the process devised by the senior management for instituting lawsuits, making assessments and reaching significant estimates, and the impact thereof on the financial statements.

(c) Reviewing, analysing and discussing the financial statements and other relevant financial information with the senior management team and the internal and external auditors so as to ensure that the information is reliable, understandable and relevant, and that the accounting standards used for the preceding year have been duly followed.

(d) Monitoring the suitability of the control policies and procedures in place. Reviewing the internal control and risk-management systems, including tax risks, so that the main risks can be correctly identified, managed and reported.

(e) Discussing with the auditor any significant shortcomings in the internal control system, detected during the audit.

(f) Overseeing the internal auditing services, including, in particular:

(i) proposing the selection, appointment, re-election and separation of the head of internal auditing;

(ii) approving the annual internal audit work plan relating to the evaluation of the FIICS, and receiving regular information on the results of the work performed, including any incidents that may arise. The Audit Committee will likewise receive an annual activities report and action plan to correct any deficiencies detected;

(iii) ensuring the independence and efficiency of the internal audit function;

(iv) proposing the budget for this same internal function;

(v) receiving periodic information on its activities, and;

(vi) verifying that the senior management takes into account the conclusions and recommendations set down in its reports.

D) With respect to the external auditor:

(1) Ensuring that the accounts prepared by the Board of Directors are put before the General Shareholders Meeting without qualifications in the associated audit report.

(2) Overseeing compliance with the audit agreement, collecting information on the audit plan and its execution and ensuring that the opinion on the annual accounts and the main contents of the audit report are drawn up clearly and accurately.

(3) Monitoring the decisions of the senior management team regarding any adjustments recommended by the external auditor, and to hear and, where applicable, mediate any disagreements between both parties.

(4) Safeguarding the independence of the financial auditor, paying particular attention to any circumstances or questions that could jeopardise such independence, or any others relating to the process of auditing the accounts:

(i) the Audit Committee will ensure that the company publicly discloses any changeover of the financial auditor and includes a simultaneous

statement and details of any possible disagreement with the outgoing auditor. If the financial auditor walks away, the committee will explore the underlying causes;

(ii) the Audit Committee will likewise ensure that the company and the auditor adhere to current regulations safeguarding the independence of the auditors, and those governing the provision of non-audit services and the limits on the concentration of the auditor's business.

(iii) Maintaining the necessary contact with the auditor in order to receive information on all matters that could jeopardize the independence thereof, and any other matters related to the audit procedure.

(iv) Annually receiving from the auditors their statement of independence in relation to the related party or parties, in addition to a statement relating to additional services provided and the fees received by the external auditor or by the persons and entities related thereto, in accordance with the audit provisions set out in the regulations.

(v) Annually issuing, prior to the report on the auditing of the accounts, a report expressing its opinion on the independence of the auditor, containing the valuation of any additional services provided, considered on an individual basis and as a whole, in relation to the independence or with the rules governing the audit.

(5) Attempting to ensure that the group's auditor also audits each component group company.

(E) Reporting to the Board of Directors on the following issues, before the latter adopts the corresponding resolutions:

(a) The regular financial information the company has to publish, ensuring that it is prepared in accordance with the same standards and practices as those used for the annual accounts and, for such purpose, weighing up the merits of conducting a limited audit of the external auditor.

(b) The creation or acquisition of interests in special purpose vehicles or those domiciled in countries or territories considered tax havens, plus any other similar transactions or operations which, owing to their complexity, might diminish the group's transparency.

(c) Related transactions.

(F) Address and, where appropriate, respond to any initiatives, suggestions or complaints raised by shareholders in relation to the Committee's remit, as referred to the Committee by the Company's General Secretary.

(G) Set up and supervise a mechanism enabling employees to communicate confidentially and, if deemed necessary, anonymously, their concerns regarding possible irregular and potentially significant practices within the company, particularly those relating to accounting, finances and auditing.

(H) Supervision of compliance with internal codes of conduct and rules on corporate governance.

Article 14. Appointments and Remunerations Committee

The Appointments and Remuneration Committee will be formed by a minimum of three and a maximum of five members and will be exclusively comprised of non-executive Directors appointed by the Board of Directors. At least two must be independent Directors.

Committee members will be automatically dismissed when they no longer hold a Director post in the Company or in accordance with a resolution by the Board of Directors.

Committee members will appoint a Chairman selected from the independent Directors that form part of the Committee.

The purpose of the Appointments and Remuneration Committee will be as follows:

a) Evaluate the qualifications, knowledge and experience required by the Board and, as a result, define the functions and skills required from candidates who will cover each vacant position and evaluate the amount of time and dedication required for the effective performance of their duties.

b) Set a representation target for the least represented sex on the Board of Directors and prepare guidelines on how to achieve this target.

c) Provide the Board of Directors with proposals for appointing independent Directors for appointment by co-optation or submission for voting at the General Shareholders Meeting. Submit proposals for the re-election or removal of these Directors.

d) Provide information about proposals for appointing all other Directors for appointment by co-optation or submission for voting at the General Shareholders Meeting, as well as proposals for re-election or removal by the General Shareholders Meeting.

e) Provide information about proposals for appointing and dismissing senior management and the principal conditions of their contracts.

f) Review and organise the succession procedure for the Chairman of the Board of Directors and the Chief Executive Officer and, as the case may be, submit proposals to the Board of Directors to ensure that such succession is handled in an ordered and planned manner.

g) Provide the Board of Directors with a proposal for the remuneration of directors and senior management, as well as individual remuneration and other contractual conditions corresponding to executive Directors, and oversee adherence to this policy and shall provide all directors with the minutes of its meetings.

The Appointments and Remuneration Committee will report to the Board of Directors on the business it addresses and all resolutions it adopts.

Article 15. Meetings of the Board and the Committees

The Board of Directors and the committees created as part thereof will meet when convened by their respective chairmen, who will do so on their own account or at the members' proposal or as provided in law or the company bylaws.

In any case, the Board of Directors must meet at least once a quarter.

The directors must attend the meetings in person. However, directors may appoint another director to act as proxy. Non-executive directors may only appoint another non-executive director to do so.

Minutes of the meetings held by the Board's Committees will be drawn up and a copy sent to all the members of the Board.

Article 16. Assessment of the Board and the Committees

Each year the Board of Directors will evaluate:
a) the quality and effectiveness of the operation of the Board itself;

b) the Chairman's and Chief Executive Officer's performance of their duties based on the report submitted to it by the Appointments and Remunerations Committee; c) the functioning of the Board's Committees, based on a report drawn up by each Committee.

Based on assessment results, the Board will propose an action plan for the correction of detected deficiencies.

CHAPTER VI. Information and Consultancy of the Directors

Article 17. Information

The Board members will receive the information required to carry out their work in due time and detail with respect to the matters in question unless, exceptionally, the meeting needs to be urgently called or set up.

They can obtain additional information should they see fit.

The requests will be channelled through the Secretary of the Board.

Article 18. Right to External Consultancy Services

Acting through the Chairman, directors may request the engagement of any such external advisors as deemed necessary for the proper performance of their work as directors.

The Board sitting in full session is entitled to adopt any resolutions as to whether or not such external advisory services will be engaged, and if so, what person or entity will provide them. The Board will also address any possible limitations on the chosen advisor's access to the company's confidential information, and will likewise approve, where applicable, the relevant expense entry.

Article 19. Guidance for Directors

When new directors are appointed, they will be provided with the company bylaws in effect at the time of their appointment, together with a copy of these regulations (duly updated) and information about the company and its environment.

Similarly, when circumstances so recommend, the Directors will also be offered refresher training programmes to help them carry out their functions in a better way.

CHAPTER VII. The Directors' Duties

Article 20. The Directors' Duties

The company's directors will have a duty of loyalty to the company, of diligence in the fulfilment of their duties, attending and taking part in the meetings and collecting the information that is necessary for the fulfilment of their obligations, the secrecy of the discussions and information received while carrying out their function, and to not abuse power for an improper purpose, where they will not use the insider information received as part of their work for their private gain or to make investments or complete commercial transactions arising in relation to the exercise of their function as director.

Furthermore, they must have sufficient availability for carrying out their function efficiently.

Article 21,- Duty to Diligent Administration.

The company director will work under the diligence of an organised entrepreneur and loyal attorney in the fulfilment of his/her legal, statutory and regulatory obligations as a director, whereby he/she must attend and take part in the meetings of the Board and the Committees on which he/she sits.

The director will be understood to have acted with the diligence of an organised businessman, when he/she has acted in good faith, with no personal interest, with sufficient information and based on an adequate decision making procedure.

The Director must be diligently up-to-date with the Company's progress, for which purpose he/she may collect the information he/she considers necessary for carrying out his/her functions and, unless expressly stated otherwise in the minutes, it will be understood that all the members of the Board of Directors have previously received the information necessary for signing the Annual Accounts as required by law.

Company directors may not sit on more than three Boards of Directors of listed companies, in addition to the Board of Viscofan, S.A.

Directors will inform the Appointments and Remunerations Committee of any other professional duties that could interfere with the levels of dedication required of them.

Directors must also carry out any specific task commissioned to them by the Board of Directors and reasonably within their obligations as directors.

Article 22,- Duty to Loyalty

Directors must comply with the duties imposed by law and by the articles of association, with the loyalty of a faithful representative, acting in good faith and in the Company's best interest.

The Company's directors, in compliance with the duty of loyalty, shall exercise their powers solely for the purposes for which they were granted, shall perform their duties under the principle of personal responsibility with freedom of opinion or judgement and independently with regard to third party instructions and relationships.

Article 23,- Duty to Secrecy

The directors must refrain from revealing any information, data, reports or background information to which they may have had access in the course of their duties.

The duty to secrecy shall persist after leaving office, for whatever reason, and may only be disclosed by agreement of the full board.

Article 24.- Duty to avoid conflicts of interest

The directors shall adopt the measures required to avoid situations of conflict with the company interest and with their duties towards the company and its group of companies, and they shall be obliged to inform the Board, prior to occurrence or as soon as they are aware of the existence thereof, with the obligation to immediately resign should the said conflict persist or should their presence on the board be contrary to the company's interests.

Directors shall refrain from discussing and voting on matters in which they have either a direct or indirect interest, even through related parties, except in the agreements or decisions affecting their capacity as member of the board, such as their appointment or removal from positions within the Board.

Likewise, the directors shall refrain from conducting transactions with the company, except for ordinary transactions, of little importance, made in standard conditions for customers.

Any situations of conflict of interest faced by the Directors shall be included in the annual corporate governance report.

The directors shall inform the company and, where appropriate, shall resign, in cases in which the credit and reputation of the Company may be damaged and, in particular, in criminal proceedings in which they may appear as defendants, informing of the progress of any such prosecution. In this event, the Board shall study the case. The progress of the case shall be monitored and, in view of the same, a decision shall be taken as to whether of not the Director should continue in office.

Board Members may not, either personally or through an intermediary, carry out activities or hold positions of any nature in businesses or companies that are currently or potentially competitors of Viscofan and its group of companies, neither may members act as a representative or consultant to such businesses or companies or perform any other activity that puts them in a situation of conflict of interests with the Company.

Article 25. Duty to Abstain

Directors may not use the Company's name nor that of any of its related companies or their position for transactions on their own account or on the account of related individuals.

The director's duty of abstention implies not using the corporate assets, including insider information received while carrying out his/her functions as a director for private gain or making investments or completing commercial transactions in relation to the exercise thereof for his/her own personal gain or that of individuals associated therewith.

Directors must refrain from carrying out or suggesting to any individual that they should carry out a transaction involving the Company's securities or those of its related companies or subsidiaries when he/she has insider information.

Directors must not make take advantage of the company's business opportunities nor those of its related companies. Neither may they receive remuneration or other benefits from third parties, except for small courtesy gifts, in compliance with the internal rules in force.

Article 26. Related individuals

The Board Member's duty to loyalty, to avoid conflicts of interest and to abstain, in its various facets, also covers those activities performed by related parties, based on the definition contemplated herein.

The following will be considered as related individuals for the intents and purposes of these regulations:

1) The Director's spouse or other individuals holding a similar emotional relationship with the Director.
2) The ascendants, descendants, brothers and sisters of the Director or those of his/her spouse.
3) The spouses of the Director's ascendants, descendants, brothers and sisters.
4) The companies in which the director, on his/her own account or through a middle man holds or may hold direct or indirect control, carries out management functions or has a majority holding.

With regard to directors who are bodies corporate, related individuals will be as follows:

1) Shareholders who, with regard to the body corporate director hold or may hold direct or indirect control, carry out management functions or have a majority holding.
2) De facto or de iure directors, receivers and attorneys with general powers of the body corporate director.
3) Companies in the same group that constitute one unit of decision because one of them holds or may hold direct or indirect control over the others or because said control corresponds to one or more individuals who act systematically in unison.
4) Individuals who, in accordance with the foregoing paragraph, are connected to the directors of the body corporate director.

Article 27. Waiver

The Company may waive the prohibitions relating to the duties of directors, included herein, in accordance with the provisions of the applicable rules and regulations.

CHAPTER VIII. Separation of Directors

Article 28. Separation of Directors

Directors will serve at the pleasure of the Board of Directors and if the Board considers it appropriate, they will tender their resignation in the following cases:

a) If they become subject to any of the disqualifications or prohibitions set down in law.

b) If their remaining on the Board could undermine the Company's interests or if the reasons for which they were elected no longer apply.

c) Directors representing a controlling shareholder will tender their resignations when the shareholder they represent sells a substantial part of his/her stake.

The Board of Directors may not propose the removal of independent directors before the end of their term of office, unless the Board considers there is due cause following a report to such effect from the Appointments and Remuneration Committee.

When a director steps down before the end of his/her term of office, whether by resigning or for any other reason, he/she must explain the reasons for his/her departure in a letter to be sent to all other members of the company's Board of Directors.

The departure will be reported to the CNMV (National Securities Market Commission) as a material event, and the reason for the departure will be reported in the Annual Corporate Governance Report.

Article 29. Directors' Duties after Separation

After separation upon completion of the period for which they were elected or for any other reason, directors may not serve at any entity competing with the Company and its corporate group for a period of two years unless the Board of Directors grants dispensation from this requirement or shortens its term.

CHAPTER IX. Remuneration

Article 30. Directors' Remuneration

The directors' remuneration as directors will be as provided in the bylaws and the share-out will be made in accordance with said bylaws after a proposal submitted by the Appointments and Remunerations Committee.

The Board of Directors and the Appointments and Remunerations Committee will adopt the measures required to ensure that the annual memorandum reports on the directors' remuneration as directors during the year, including the following in all cases:

a) Itemised breakdown of the remunerations:

i. Attendance fees or other fixed remuneration received as a director;
ii. The additional remuneration received as chairman or member of a Board committee;

iii. Any remuneration received under profit-sharing or bonus schemes, and the reason for the accrual thereof;
iv. Contributions on the director's behalf to defined contribution pension plans; or any increase in the director's vested rights, in the case of contributions to defined-benefit plans;
v. Any severance package agreed or paid;
vi. Any remuneration received as a director of other companies in the group;
vii. Remuneration for the performance of senior management duties by executive directors;
viii. Any remuneration other than those listed above, of whatever nature and provenance within the group, especially when it is deemed to be a related transaction or when the omission thereof detracts from a true and fair view of the total remuneration received by the director.

b) A breakdown of any share-out of shares, share options or any other instrument indexed to the price of the shares to directors, specifying:

i. Number of shares or options awarded during the year and the terms and conditions for the exercise thereof;
ii. Number of options exercised during the year, specifying the number of shares involved and the exercise price;
iii. Number of options outstanding at the end of the year, specifying their price, date and other requirements for exercise;
iv. Any change during the year in the terms for the exercise of previously-awarded options.

c) Information on the relationship, in said previous financial year, between the remuneration received by executive directors and the profits or other measures of performance of the company.

Article 31. Use of Corporate Assets

The Director may not use the Company's assets or his/her position in the Company to obtain any financial advantage unless he/she has paid an appropriate amount or it is necessary for his/her function as a director.

CHAPTER X. Relations with the Exterior

Article 32. Duties to Major Shareholders

Directors who represent major shareholders will ensure that the duties of the aforementioned directors are extended thereto, together with those that are required thereof by law or the bylaws.

Transactions completed with said major shareholders will be adopted by the plenary session of the Board and included in the company's annual memorandum and the annual corporate governance report.

Article 33. Duties to the General Shareholders Meeting

The Board of Directors will adopt such measures as it deems appropriate to ensure that the General Shareholders Meeting exercises the functions attributed to it. When the notice of meeting is published, the company will make available to shareholders documentation on all items to be addressed at the General Shareholders' Meeting as included on the agenda. This documentation will be available in hard copy from the company's registered office and in digital copy from the company's website. In addition, the Company will send said information to shareholders by whom it is requested at no cost.

It will also set up an Electronic Shareholders' Forum on the company's website. This forum will be available to individual shareholders and to any voluntary associations that may be set up and will be intended to facilitate communication and dialogue ahead of the General Shareholders Meeting.

Furthermore, up to seven days prior to the scheduled date for the General Shareholders' Meeting, and during the meeting itself, shareholders may ask directors for information or further clarification and may also pose questions on the information provided, as well as any other information accessible to the public and provided by the company since the date of the last General Shareholders Meeting. Company directors will provide such information immediately or in writing, unless such disclosure could harm the company's interests.

Article 34. Use of Delegated Voting

If the Board of Directors or any of its members request representation for himself/herself or for another individual and, in general, when the request is made in public, the document describing the empowerment must contain or have attached the agenda, as well as the applications for instructions to exercise the right to vote and the indication of how the representative is to vote if no precise instructions are given.

The delegations of votes received by the Board of Directors or any of its members will be executed in full accordance with the instructions received accordingly and the minutes will record the exercise and identification of the voting instructions received when they include a vote against the Board's proposals in order to protect the rights that may correspond to the delegating shareholder, where applicable.

Directors who have made public requests for representation may not exercise their voting rights pertaining to the represented shares in relation to the business on the agenda in which they have a conflict of interests and, in all cases, in relation to:

a) their appointment, ratification or separation as director;
b) the decision on whether to pursue derivative suits against the director in question;
c) approval or ratification of transactions with the company in relation to which the director has a conflict of interests.

Article 35. Communications with Shareholders and the Securities Markets

The Board will ensure that accurate, reliable information is offered to the Company's shareholders and to the market regarding the Company's business, its earnings, shareholders with significant stakes, related transactions, shareholder agreements, treasury shares and any other information that must be disclosed by law or the company bylaws, as well as any information deemed by the Board to be in the public interest.

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Periodic financial information will be consistent and reliable and will be submitted to the relevant Committee, where applicable.

The Board will also immediately provide information to the public on:

a) Relevant facts that could materially influence stock market prices.

b) Substantial amendments to the Company's rules of governance.

c) Treasury share policies the Company may propose for the authorisation given by shareholders at the General Shareholders Meeting.

To such end the Board of Directors will use all means at its disposal to keep the information on the Company's website up to date and to coordinate its content with the documents filed with and recorded at public registries.

Article 36. Announcement of these Regulations

These regulations will be notified to the CNMV (National Securities Market Commission) and filed with the Companies Registry.

Furthermore, in order to provide shareholders with access to information, these regulations will be included in a report to the General Shareholders Meeting that is to be held after it has been adopted and it will also be included on the Company's website thereafter.

CHAPTER XI. Final Provision

Article 37. Coming-into-Effect

These regulations will come into effect from the date on which they are adopted by the Board of Directors of Viscofan, S.A.

Tajonar, 26th February 2015