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

REPORT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF "VISCOFAN, SOCIEDAD ANONIMA" ON THE RE-ELECTION OF MR. JOSÉ DOMINGO DE AMPUERO Y OSMA, PREPARED FOR THE 2015 GENERAL SHAREHOLDERS MEETING

The Appointments and Remuneration Committee, pursuant to its mission of submitting a proposal to the Board of Directors concerning the appointment or re-election of Independent Directors and reporting on the appointment or re-election of all other Directors set forth in Articles 8 and 14 of the Company's Board Regulations has drafted this report for its presentation to the Board of Directors of the Company.

Mr Ampuero was appointed director by co-option on the 27th February 2009 as confirmed at the General Shareholders' Meeting on the 3rd June 2009 for a period of six years. Consequently, as this six year period as director is now coming to a close, his re-election must be considered at the General Shareholders' Meeting to be held in 2015.

Mr. José Domingo de Ampuero is an Industrial Engineering and Master of Business Administration by the University of Southern California, Los Angeles. U.S.A. His extensive professional career has led him to occupy various positions of responsibility, such as deputy Chairman of Naviera Vizcaino, Chairman of SA de Alimentación, deputy Chairman of BBVA Bancomer (Mexico), Chairman of Bodegas y Bebidas, Vice Chairman of Banco Bilbao Vizcaya Argentaria SA, Deputy Chairman of Iberdrola, and Chairman of Cementos Lemona SA. Amongst other activities, he was the Chairman of the Board of Directors of the Basque Circle of Businessmen and voting member of the Board of Directors of the Association for the Advancement of Management. He is currently Chairman of Autopista Vasco-Aragonesa and director of Corporación Financiera Alba. Amongst other activities, he is member of the Board of "Santa y Real Casa de Misericordia" of Bilbao, and member of APD the "Association for the Advancement of Management".

Mr Ampuero joined the Board of Directors as an independent director on the 27th February 2009 whilst, from the 1st January 2010 onwards he was appointed executive chairman of the Board of Directors and chairman of its Delegate Committee.

He has worked extensively throughout this period of almost six years, with particular mention of his dedication to the supervision of the good performance of the Board and Senior Management, promotion and leadership for the development of the various strategic plans implemented in these years, in addition to the strengthening of good governance practices to meet international standards, in order to create long term value, with particular regard to protecting minority shareholders. During this period, Viscofan's profits have soared to record levels, with maximum stock prices in the stock exchange market, whilst new milestones have been reached through the increased internationalisation of the Viscofan

Group and its strengthened position as a global leader. Its increased international expansion has lead to the inauguration of the factories in China and Uruguay.

In the assessment reports conducted by the other directors, his work has been termed highly satisfactory with regard to his duties as chairman and chief executive, highlighting his leadership in the execution of the group's strategy, his knowledge of the business, co-ordination with senior management, and his dedication, amongst other points.

In his duty as Chairman, he has attended 100% of the Board and Delegate Committee meetings, actively taking part in all meetings.

Viscofan's commitment to sustainable value creation for its shareholders involves strengthening the company's position as the global casings leader. To do so, amongst other questions, the goals of the Viscofan Group are based on increasing sales revenues, improving the EBITDA and the net profit. This commitment and these objectives are demanding and, for this reason, it would be advisable for Mr Ampuero to continue as Director. The Committee is therefore providing a favourable report directed at ensuring that the Board of Directors, in turn, also reports favourably to the General Shareholders' Meeting of Viscofan S.A. for his re-election as executive director.

And, depending on Mr Jose Domingo de Ampuero y Osma being re-elected, where appropriate, Director for a period of four years and with the capacity of executive director, by the next General Shareholders' Meeting, with regard to the allocation of positions to be made by the Board of Directors, this Committee would like to nominate, right from this point in time, Mr José Domingo de Ampuero y Osma as the company's Chairman and Chairman of its Delegate Committee.

This report was approved at the meeting of the Appointment and Retribution Committee of the 12th March 2015.