ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS IN PUBLICLY TRADED COMPANIES

ISSUER IDENTIFICATION

YEAR ENDING	31/12/2014

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.

Compare to last year, there have been not significant changes in the remuneration policy

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 advisory from 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.

Executive directors may receive a yearly variable remuneration and a three yearly variable remuneration. The variable remunerations of the executive directors 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 financial targets aligned with the multi-annual Strategic Plan and with the annual performance targets, and on strategic non-financial targets, as well as personal performance

The annual amount shall be decided on the basis of the evaluation of the Executive Directors by the Board of Directors, based on the Appointments and Remuneration Committee reports

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

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 its chairman, the independent Board member Mr. Ignacio Marco-Gardoqui, together with the rest of the members of the Committee, the independents Ms. Laura González Molero and Mr. José Cruz Pérez Lapazarán worked with the advisory from Spencer Stuart, to draw up a proposal that, 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.

For year 2014, the Appointments and Remuneration Committee, comprising the same members who prepared the initial proposal, made a review of the remunerations policy approved by the AGM, in addition to its principles and rationale and its application in year 2013, and concluded that there had been no changes in the company to justify a review of the said principles or the remunerations policy approved by the shareholders.

Consequently, the Annual Report on the Remuneration of Directors in Publicly Traded Companies proposed by the Board of Directors and approved by a non-binding vote of the AGM held on the 11th April 2014, maintained the same remuneration concepts, principles and rationale and proposed, for 2014, a policy with no significant changes to the one approved for 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 2014

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

Chairman of the Board
Fixed remuneration: €350,000

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

Executive Committee
Fixed remuneration: €100,000
No fees for attending

Audit Committee
Members. Fixed remuneration: €30,000
Chairman. Fixed remuneration: €45,000
No fees for attending

Appointments and Remuneration Committee
Members. Fixed remuneration: €20,000
Chairman. Fixed remuneration: €30,000
No fees for attending

Executive Chairman
Fixed remuneration: €347,375
Life and accident insurance.
Healthcare.
Company car.

Chief Executive Officer
Fixed remuneration: €306,892
Life and accident insurance.
Healthcare and health insurance
Company car.

Total maximum limit
Total remuneration of the Board < 1.5% net liquid 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: €25,000
Chairman: €50,000

The executive directors shall receive no remuneration or per diem allowance for being a member of a commission or another board.

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 Executive that may receive a yearly variable remuneration and a three yearly variable remuneration.
Both remunerations are establihed by using as a reference point the same criteria determined for Viscofan senior management. The annual remunerations, applying a combination of parameters based on achieving Group targets , including financial targets in line with the multi-annual Strategic Plan and the annual performance targets, and on strategic non-financial targets, as well as personal performance

For year 2014, the parameters applied were based on Revenues, EBITDA, Net Profit, Inventory over sales ratio, and share value.

The three-year remuneration shall consider parameters aligned to remuneration and long-term value creation for shareholders.

In both cases, it shall be determined based on the proposal of the Appointment and Retribution Committee approved by the Board of Directors.

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

No indemnity payments have been agreed or paid in the event of the termination of duties as a director.
The only indemnity payments contemplated are those to be received by executive directors due to the termination of their contracts for the performance of senior management duties.

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 contracts of the Executive directors are governed by the stipulations of the remuneration policy approved by the General Shareholders Meeting, and approved by the Board of Directors as is determined in the actual regulation.

In the case of the Executive chairman the contract 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 two years following the contract termination.

In the event of non-compliance of the above mentioned non-compete obligation, the 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.

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

In the event of non-compliance of the above mentioned non-compete obligation, the 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 remunerations of the Executive Chairman and 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 Executive Directors shall be life and accident insurance and healthcare, similarly to that of senior management, a health insurance for the Chief Executive Officer 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

Non-executive Board members do not receive variable remuneration, thereby ensuring that most of the Board receives remuneration in line with responsibility and dedication, differentiated from the company's short term evolution.

The only variable remuneration contemplated is the one that may be paid to executive directors with regard to their senior management duties.

Variable remuneration of the Executive Directors, 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. Both remunerations are establihed by using as a reference point the same criteria determined for Viscofan senior management.

The Appointment and Retribution Committee submits a proposal to the Board of Directors in relation to the remuneration and maximum amount to be received by the executive directors for their senior management duties.

Annual remuneration is established applying a combination of parameters based on achieving Group targets, including financial targets in line with the multi-annual Strategic Plan and the annual performance targets, and on strategic non-financial targets, as well as personal performance

The three-year remuneration considers parameters linked to remuneration and long term value creation for shareholders. The three-year remuneration plan in force sets a 40% fixed remuneration limit in order to avoid exposure to excessive risks.

In both cases, it shall be determined based on the proposal of the Appointment and Retribution Committee approved by the Board of Directors.

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 liquid 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.

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 relation to the previous year

The only changes proposed are those corresponding to the application of the principles established by Law 31/2014, amending the Spanish Companies Law in order to improve corporate governance.

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.

Executive Directors.
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 , including financial targets in line with the multi-annual Strategic Plan and the annual performance targets, and on strategic non-financial targets, as well as personal performance

The three-year remuneration considers parameters linked to remuneration and long term value creation for shareholders.

The parameters established as targets for the annual variable remuneration for 2015, applying this remunerations policy are: Revenues; EBITDA; Net Profit; Inventory over Sales inventory; share value and a greater focus on the EHS and CSR policies.

The annual amount shall be approved by the Board of Directors, based on the assessment made by the executive directors, according to the proposal submitted by the Appointments and Retribution Committee.
- They may also receive life and accident insurance and a medical check-up, like senior management, medical insurance and a company car.
They shall receive no remuneration for being a member of the Board, the Board Committees and other Boards of the Viscofan Group, neither shall they receive per diem allowances for attending meetings of the Board of Directors or those of its various committees.

There are no variation in the conditions of prior notice, non-competition commitment, termination of service indemnity and other conditions in their contracts:

In the case of the Executive chairman the contract 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 two years following the contract termination. In the event of non-compliance of the above mentioned non-compete obligation, the 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.

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

In the event of non-compliance of the above mentioned non-compete obligation, the 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

Maximum limit.

Remuneration of the Board of Directors and its committees may not exceed 1.5% of Viscofan Group net liquid 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.

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.

It is regulated in the Board Regulations. The Appointments and Remuneration Committee is responsible amongst other duties, for proposing to the Board of Directors the remuneration policy for directors and senior management, in addition to individual remuneration and other contract terms and conditions for the executive directors, and for ensuring compliance with the same.

Therefore, each year the Appointments and Remuneration Committee shall prepare a proposal for the application of the remuneration policy, for approval by the Board of Directors and a subsequent advisory vote until now, by the General Shareholders Meeting of the Company.

Moreover, implementing the remuneration policy in force at any given time, the Appointments and Remuneration Committee submits to the Board of Directors a proposal for the remuneration of the directors, and the Board of Directors has the sole power to decide on the said remuneration, within the statutory framework and, where applicable, within the framework of the remunerations policy approved by the AGM.

The Appointment and Retributions Committee proposes the variable remuneration of the executive directors to the Board, based on an assessment of the executive directors.

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 executive directors, 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 is established applying a combination of parameters based on achieving Group targets, including financial targets in line with the multi-annual Strategic Plan and the annual performance targets, and on strategic non-financial targets, as well as personal performance

The three-year remuneration considers parameters linked to remuneration and long term value creation for shareholders.

In both cases, it shall be determined based on the proposal of the Appointment and Retribution Committee approved by the Board of Directors.

By applying the principle of proportionality and in order to avoid exposure to excessive risks, the Appointment and Remuneration Committee proposes limits to the maximum variable 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 liquid earnings, excluding the remuneration resulting from employment or professional relations.

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

Executive chairman
Fixed remuneration: €347,375
Annual variable remuneration: €171,100 as a consequence of the proposal of the Appointments and Remuneration Committee.
Furthermore, the executive chairman received life and accident insurance and healthcare, and a company vehicle.

Chief Executive Officer
Receives no remuneration as a director. The remuneration solely corresponds to his senior management duties.

Although he was appointed director at the AGM held on the 11th April 2014, his remuneration for the whole of 2014 is included.
The total remuneration received in 2014 consisted in:
Fixed remuneration: €306,892
Annual variable remuneration: €342,200 as a consequence of the proposal of the Appointments and Remuneration Committee.
Life and accident insurance, healthcare and health insurance, 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.
The Chief Executive Officer of Viscofan S.A. is a member of the IAN Board but gets not 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 liquid earnings.
Remunerations for other professional or work relationships are not taken into account.

D- BREAKDOWN OF INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

NAME	TYPE	ACCRUAL PERIOD 2014
JOSE ANTONIO CANALES GARCIA	EXECUTIVE	FROM 11/04/2014 TO 31/12/2014
IGNACIO MARCO-GARDOQUI IBAÑEZ	INDEPENDENT	FROM 01/01/2014 to 31/12/2014
JOSE CRUZ PEREZ LAPAZARÁN	INDEPENDENT	FROM 01/01/2014 to 11/04/2014
LAURA GONZALEZ MOLERO	INDEPENDENT	FROM 01/01/2014 to 31/12/2014
JOSE DOMINGO DE EMPUERO Y OSMA	EXECUTIVE	FROM 01/01/2014 to 31/12/2014
NESTOR BASTERRA LARROUDE	OTHER EXTERNAL	FROM 01/01/2014 to 31/12/2014
JOSE MARIA ALDECOA SAGASTASOLOA	INDEPENDENT	FROM 01/01/2014 to 31/12/2014
AGATHA ECHEVARRIA CANALES	OTHER EXTERNAL	FROM 01/01/2014 to 31/12/2014
ALEJANDRO LEGARDA ZARAGüETA	INDEPENDENT	FROM 01/01/2014 to 31/12/2014
GREGORIO MARAÑON BERTRAN DE LIS	INDEPENDENT	FROM 01/01/2014 to 11/04/2014
JAIME REAL DE ASUA Y ARTECHE	INDEPENDENT	FROM 11/04/2014 TO 31/12/2014

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	2014 Total	2013 Total
Gregorio Marañón Bertran de Lis	0	22	9	0	0	9	0	0	40	128
José Cruz Perez Lapazarán	0	22	9	0	0	10	0	0	41	119
Ignacio Marco-Gardoqui Ibañez	0	80	33	0	0	51	0	0	164	131
José Domingo de Ampuero y Osma	347	350	0	171	0	0	0	0	868	780
Alejandro Legarda Zaragüeta	0	80	27	0	0	45	0	0	152	144
Agatha Echevarria Canales	0	255	33	0	0	109	0	0	397	377
Nestor Basterra Larroudé	0	330	33	0	0	100	0	0	463	418
Laura Gonzalez Molero	0	80	27	0	0	20	0	0	127	122
José María Aldecoa Sagastasoloa	0	80	33	0	0	30	0	0	143	131
Jose Antonio Canales García	307	0	0	342	0	0	0	0	649	0
	0	58	24	0	0	10	0	0	92	0

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	2014 Total	2013 Total
Nestor Basterra Larroudé	0	50	0	0	0	0	0	0	50	45

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	2014 Total	Total Cash remuner.	Value of Shares granted	Gross profit on options exercised	2014 Total	2014 Total	2013 Total	Contribu. To saving systems /year
Gregorio Marañón Bertran de Lis	40	0	0	40	0	0	0	0	40	128	0
José Cruz Perez Lapazarán	41	0	0	41	0	0	0	0	41	119	0
Ignacio Marco-Gardoqui Ibañez	164	0	0	164	0	0	0	0	164	131	0
José Domingo de Ampuero y Osma	868	0	0	868	0	0	0	0	868	780	0
Alejandro Legarda Zaragüeta	152	0	0	152	0	0	0	0	152	144	0
Agatha Echevarria Canales	397	0	0	397	0	0	0	0	397	377	0
Nestor Basterra Larroudé	463	0	0	463	50	0	0	50	513	463	0
Laura Gonzalez Molero	127	0	0	127	0	0	0	0	127	122	0
José María Aldecoa Sagastasoloa	143	0	0	143	0	0	0	0	143	131	0
Jaime Real de Asúa y Arteche	92	0	0	92	0	0	0	0	92	0	0
José Antonio Canales García	649	0	0	649	0	0	0	0	649	0	0
TOTAL	**3,136**	**0**	**0**	**3,136**	**50**	**0**	**0**	**50**	**3,186**	**2,395**	**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 Executive Directors.

Remuneration of the Executive Directors 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, REVENUE, EBITDA, net earnings, ratio of inventories, share price, all established in accordance with the annual guidance communicated to shareholders.

The amount shall be decided on the basis of the evaluation of the Chairman by the Board of Directors, based on the Appointments and Remuneration Committee reports.

For the three-yearly remuneration, a 40% weighting in the evolution of the TSR was considered and 60% for the achievement of specific targets of a financial nature leading to an improvement in shareholder value under generally accepted fundamental valuation criteria, all with a limit of 40% of the fixed remuneration.

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

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 liquid 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.

Therefore, the application of the proportionality principle avoids exposure to excessive risks, ensuring that remunerations are in line with the company's financial situation at all times.

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	35,585,1110	100%

	Number	% of votes cast
Votes against	557,477	1.57%
Votes in favour	34,243,854	96.23%
Abstentions	783,780	2.20%

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 26th February 2015.

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

☐ Yes No X ☐