(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. IGNACIO MARCO-GARDOQUI IBAÑEZ AS INDEPENDENT DIRECTOR PREPARED FOR THE 2016 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 and recommendations of the Unified Code of Good Governance, has drafted this report, with the absence and non-intervention of Mr. Marco-Gardoqui for its presentation to the Board of Directors of the Company.

Mr Marco-Gardoqui was appointed director by co-option on the 1st January 2010 as confirmed at the General Shareholders' Meeting on the 1st June 2010 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 2016.

Mr. Ignacio Marco-Gardoqui Ibañez has an Economics degree from Deusto University. His extensive professional career has led him to occupy various positions such as at financial institutions, and in teaching and consultancy, whilst he is widely recognised as an opinion leader, given his active participation as an economic analyst and columnist for the Vocento Group. In turn, he has gained extensive experience in the industrial world through his active involvement and presence on a number of Boards of Directors He is currently a director of Progénika Biopharma, Minerales y Productos Derivados, Tubacex SA, and Iberdrola Ingeniería y Construcción (Iberinco) SA. He was formerly a member of the Boards of Directors of Schneider Electric España, Técnicas Reunidas, Banco del Comercio, IBV, Banco de Crédito Local, and chairman of Naturgás, amongst others.

Over the past six years, Mr Marco-Gardoqui has been noted for his commitment and hard work on the Board of Directors and also on the Committees of which he is a member, as a voting member of the Audit Committee and as Chairman of the Appointments and Remuneration Committee since the 2nd May 2012 until now.

During these years in which Mr Marco-Gardoqui has been involved in the company, Viscofan's profits have reached record levels, with maximum listings on the stock exchange, whilst the Group has also achieved increased internationalisation.

This growth has been accompanied by intensive work on the part of the Audit Committee to oversee and control the financial information, counting on Mr Marco-Gardoqui's experience and knowledge of accounting and auditing. At the same time, there has also been increased activity in the Appointments and Remuneration Committee, faced with the challenge of establishing remuneration policies directed at retaining and attracting the talent required for the Board of Directors and senior management, in order to ensure the effective working practices of this sector leader.

In the assessment reports conducted, Mr Marco-Gardoqui's work has been rated as highly satisfactory.

This report was approved at the meeting of the Appointment and Retribution Committee of the 21st January 2016, with the absence of Mr. Marco-Gardoqui.