

# **REGULATIONS FOR LLEIDA NETWORKS SERVEIS TELEMÀTICS S.A. GENERAL MEETING OF SHAREHOLDERS**

## **CHAPTER I: GENERAL MEETING OF SHAREHOLDERS**

### **Article 1. Purpose**

These Regulations regulate the announcement, preparation, information, attendance and procedures of General Meetings of Shareholders and the exercise of the corresponding political rights upon calls and meetings, all pursuant to the provisions of the Law and the Articles of Association

### **Article 2. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the Company's highest decision-making body on matter inherent to its competence.

2. Pursuant to the provisions of the Law and the Articles of Association, the General Meeting of Shareholders is empowered to adopt all types of resolutions regarding the Company, reserving the following in particular:

I. Approving a General Meeting Regulations.

II. Appointing, re-electing and dismissing the members of the Board of Directors and examining and, as applicable, approving its management.

III. Appointing and, as applicable, re-electing Account Auditors as well as agreeing to their dismissal under the law.

IV. Approving, as applicable, the annual accounts and deciding on the application of results as well as examining and, as applicable, approving company management.

V. Granting capital increases and decreases, transformations, mergers, de-mergers and the dissolution of the Company and, in general, any modification of the Articles of Association.

VI. Authorizing the Board of Directors to increase the share capital pursuant to the provisions of article 153.1.b) of the Spanish Corporate Enterprises Act.

VII. Granting powers to the Board of Directors when deemed appropriate for unforeseen situations.

VIII. Deciding upon matters submitted to it by resolution of the Board of Directors.

IX. Deciding as appropriate on all matters not particularly determined by the Articles of Association, which are not of the exclusive competence of the Board of Directors.

### **Article 3. Types of Meetings**

General Meetings may be Ordinary or Extraordinary.

An ordinary General Meeting, previously called for such purpose, must meet within the first six months of each fiscal year to consider the company management, approve the accounts for the prior year, as applicable, and decide upon the application of the results pursuant to the approved balance sheet without prejudice to its competence to discuss and resolve on any other matter listed on the agenda.

All Meetings other than the one provided for in the foregoing paragraph shall be considered Extraordinary.

## **CHAPTER II: CALLS AND PREPARATION FOR GENERAL MEETINGS**

### **Article 4. Calls for General Meetings.**

The Board of Directors must absolutely call an Ordinary General Meeting within the first six months of each year.

Moreover, the Board of Directors will always call an Extraordinary General Meeting when deemed appropriate to the company's interests. Furthermore, it must call one when requested by shareholders holding at least five percent of the share capital, expressing the matters to be discussed at the Meeting on the request. In such case, the Extraordinary General Meeting of Shareholders must be called to be held within two months after the date the directors were demanded via a notary public to call one. The Board of Directors will prepare the agenda, absolutely including all matters subject of the request.

### **Article 5. Announcement of the call**

A General Meeting must be called by the Company's Board of directors by means of an announcement published on the company's website and in the Official Trade Register Gazette at least one month in advance of the date indicated for the first session called of the meeting.

The announcement shall indicate the date of the meeting for a first session as well as the items to be discussed. Moreover, the announcement must indicate the date the General Meeting will meet in a second called session, if applicable. There must be at least twenty-four hours between the first and second called session. Furthermore, the announcement of the call shall be communicated as a relevant event to the Spanish Alternative Investment Market.

The call for an Ordinary General Meeting shall expressly mention all shareholders' rights to obtain the documents to be submitted for

approval from the company immediately and free of cost. When the modification of the Articles of Association is to be decided upon at an Ordinary or Extraordinary General Meeting, the parts to be modified and the right of all shareholders to examine the full text of the proposed modification and the report on it at the company's registered address as well as their right to request said documents be delivered or sent must be clearly expressed in the announcement of the call.

#### **Article 6. Information available as of the date of the call**

Pursuant to the law and Articles of Association, the Company shall make public the text of all proposed resolutions formulated by the Board of Directors in relation to the items on the agenda unless the Law or Articles of Association indicate there is no obligation for said proposals to be made available to the shareholders as of the date of the call and the Board of Directors believes it is not necessary to fulfill the shareholders' rights or there are objective reasons to believe such documents may be used for external purposes or publication harms the company or associated companies.

#### **Article 7. Right of information prior to General Meetings**

Shareholders may request any information or clarifications they deem necessary from the directors regarding matters included on the agenda or formulate pertinent questions in writing up until the seventh day prior to the one planned for the Meeting. Shareholders may request any information or clarifications or formulate questions in writing about the information accessible to the public that is provided by the company to the Spanish Alternative Investment Market from the date of the most recent general meeting.

The directors must provide the information in writing up until the day the general meeting is held except in cases where the Board of Directors believes it is unnecessary in order to fulfill the shareholders' rights or there are objective reasons to believe the documentation may be used for external purposes or publication harms the company or associated companies.

No information may be denied when the request is supported by shareholders representing at least one-fourth of the share capital.

The Board of Directors may give any of its members or its Secretary the power to respond to requests for information formulated by shareholders in its name and on its behalf.

#### **Article 8. Delegations**

Without prejudice to the provisions of the Articles of Association, the right of attendance at a General Meeting may be delegated in favor of another person even if said person is not a shareholder. Representation must be granted in writing and especially for each Meeting.

Individual shareholders who are not capacitated to fully enjoy their civil rights and legal entity shareholders may be represented by those who exercise their legal representation when duly proven. In these cases as well as in cases where shareholders delegate their attendance rights, no more than one representative may be present at a Meeting.

No representation granted to anyone who cannot prove such powers in accordance with the Law will be considered valid or enforceable. Representation powers may always be revoked. Personal attendance at a General Meeting by the party represented shall be considered a revocation.

### **CHAPTER III: HOLDING GENERAL MEETINGS OF SHAREHOLDERS**

#### **Article 9. Right of attendance**

Those who hold shares representing at least one thousandth of the share capital in circulation who are listed in the corresponding Register at least five days before a Meeting is held may attend General Meetings with speaking and voting rights.

Shareholders with lower share percentages may group them together to constitute said number and entrust their representation to any of them or another shareholder with a personal right to attend the Meeting. Each Share shall correspond to one vote.

The company's directors, managers, legal representatives and experts may also attend General Meetings with speaking but not voting rights.

Members of the Board of Directors may attend General Meetings. The President of the General Meeting may authorize the attendance of any other party deemed appropriate. Nonetheless, the General Meeting may revoke said authorization.

A copy of the text of the proposed resolutions to be submitted to the General Meeting as well as all director's reports and other documentation which, in virtue of the law, have been made available to the shareholders in relation to the proposed resolutions will be made available to those attending at the entrance to the premises where a General Meeting is to be held.

#### **Article 10. Holding General Meetings of Shareholders**

A General Meeting of Shareholders shall be validly constituted in a first session whenever shareholders holding the minimum percentage of the subscribed capital with voting rights as provided for in each case by the Spanish Corporate Enterprises Act or the Articles of Association are present or represented.

If there is not sufficient quorum, the General Meeting will be held in the second called session.

The General Meeting shall be held at the premises where the Company is legally domiciled and at the premises established for such purpose by the Board of Directors, which shall be indicated in the announcement.

#### **Article 11. Presiding Panel**

The Presiding Panel of the General Meeting shall be comprised of the President and secretary.

General Meetings shall be presided over by the President of the Board of Directors or, in lack thereof and if one exists, by the Vice-President acting in substitution in accordance with the Articles of Association. In lack of a President and Vice-President, it shall be presided over by the shareholder chosen in each case by the majority of the shareholders attending the meeting and the secretary of the Company's Board of Directors shall act as the Secretary of the Panel. In the event of an absence, impossibility or vacancy, this person shall be substituted by the Vice-Secretary. If there is no Vice-Secretary or this person is not present, it shall be the youngest Member attending the Meeting. In lack of an express designation in accordance with the foregoing provision, the shareholders chosen by the shareholders present at the meeting shall act as President and Secretary. If for any reason during a General Meeting, the President or secretary must be absent from the meeting, their substitution in the exercise of their duties shall be in line with the provisions of the foregoing paragraph.

#### **Article 12. Meeting Procedure**

The President has the power to declare a Meeting validly constituted, lead and establish the order of deliberations and interventions and the times assigned to speakers pursuant to the provisions of these Regulations, end debates when it is believed the matter has been adequately discussed and organize voting, resolve doubts that arise concerning the agenda and, in general, exercise all powers necessary to best organize the meeting including the interpretation of the provisions of these Regulations.

#### **Article 13. Constitution**

Shareholders or those validly representing them may present their respective attendance and delegation cards and, where applicable, the documents providing their legal representation status to the personnel responsible for registering shareholders at the place and on the day planned either during the first or second called session to hold a General Meeting up to thirty minutes prior to the time announced for the start of the meeting (unless otherwise specified in the call announcement). Attendance and delegation cards will not be accepted for those who approach the personnel responsible for registering shareholders after the time established for the start of a General Meeting.

Once the attendance and delegation card registration process is finished and the

existence of sufficient quorum has been declared, the Presiding Panel shall be constituted and a list of attendants shall be prepared.

Once the Presiding Panel has been constituted and the list of attendants has been prepared at the place and on the day and at the time established either in a first or second called session, the General Meeting shall begin. Immediately, the President or the Secretary, if delegated to do so, shall read the overall information resulting from the list of attendants outlining the number of shareholders with voting rights present and represented at the meeting, the number of shares corresponding to each and the percentage of capital represented.

After the President or Secretary has publically communicated this information, the President shall declare the General Meeting of Shareholders duly and validly constituted in a first or second session, as applicable.

After the constitution of a Meeting is declared and without prejudice to any rights to formulate statements deemed appropriate when a shareholder has the floor to speak, attending shareholders may express any reservation or protest regarding the validity of the constitution of the Meeting or the overall information from the list of attendants publically read to the Secretary for due recording in the Meeting Minutes.

#### **Article 14. Requests for the Floor to Speak**

Once the General Meeting has been constituted, the shareholders who wish to intervene in the Meeting in exercise of their rights and, as appropriate, request information or clarifications in relation to the items on the agenda or formulate proposals shall identify themselves to the Secretary expressing their full name, the number of shares they hold and those they represent. If they want their intervention to be literally recorded in the Meeting minutes, it must be delivered in writing at that time to the Secretary for comparison during the shareholder's intervention.

The floor will be given to the shareholders to speak once the Presiding Panel has the list of shareholders who wish to intervene, the reports the President deems appropriate have been outlined and, in any case, prior to voting on the matters included on the agenda.

#### **Article 15. Speaking**

Shareholders may speak in the order in which they are called by the Presiding Panel for this purpose. In view of the circumstances, the President shall determine the time initially assigned to each speaker. This time shall be equal for everyone and never less than three minutes or more than five.

In exercise of the powers to organize the Meeting process and without prejudice to any other actions corresponding to the person occupying the office, the President:

(i) May extend the time initially assigned to each shareholder when deemed appropriate;

- (ii) May request speakers clarify their positions when not understood or when not sufficiently explained during their speaking time;
- (iii) May call the speaking shareholders to order, requesting them to keep their interventions to the affairs inherent to the Meeting and abstain from making improper statements or exercising their rights in an abusive or obstructionist manner;
- (iv) May announce to those intervening that their assigned time is nearly ending so they may conclude their speeches and may take the floor away when the time granted for their intervention has expired or if they continue to engage in the conducts described in section (iii) above; and
- (v) May order participants to leave the premises and, as applicable, adopt the measures necessary to ensure compliance with this provision if it is thought that their intervention may alter the proper order and normal development of the meeting.

#### **Article 16. Information**

During General Meetings of Shareholders, company shareholders may verbally request information or clarifications they deem appropriate regarding the matters included on the agenda. In cases where it is not possible to fulfil a shareholder's right at that time, the directors must provide the information in writing within seven days following the end of the meeting except in cases where the President believes the publication of the information requested could harm the company's interests. No information may be denied when the request is supported by shareholders representing at least one-fourth of the share capital.

#### **Article 17. Proposals**

Without prejudice to the possibility of formulating proposed resolutions under the scope of the provisions of article 168 of the Spanish Corporate Enterprises Act prior to a call for a General Meeting, shareholders may suggest proposed resolutions to the General Meeting on any matter on the agenda legally not required to be made available to shareholders at the time of the call and on matters related to those the Meeting may discuss without the need for inclusion on the agenda when they have the floor to speak.

#### **Article 18. Voting on Proposed Resolutions**

Once the shareholders have had the floor to speak and all responses have been provided pursuant to these Regulations, the resolutions proposed on the matters included on the agenda or on

other matters which do not legally have to be included on the agenda including, as applicable, those formulated by shareholders during the meeting shall be submitted for voting.

It is not necessary for the Secretary to first read proposed resolutions when the texts were provided to the shareholders at the start of the meeting unless requested for all or some of the proposals by a shareholder or when deemed appropriate by the President.

In any case, the item on the agenda the proposed resolution refers to and submitted for voting shall be indicated to all those in attendance.

In general and without prejudice to the possibility of using other alternative systems at the discretion of the President, voting on the proposed resolutions referred to in the preceding section shall be done in accordance with the following procedure:

Voting on proposed resolutions relating to matters included on the agenda shall be done by means of a disapproval voting system. For these purposes, votes corresponding to all shares present and represented less any votes corresponding to shares whose holders or representatives state they are voting against a resolution, voting blank or abstaining by communicating or expressing their vote or abstention to the Secretary for recording in the minutes shall be considered votes in favor.

Voting on proposed resolutions relating to matters not included on the agenda shall be done by means of an approval voting system. For these purposes, votes corresponding to all shares present and represented less any votes corresponding to shares whose holders or representatives state they are voting for a resolution, voting blank or abstaining by communicating or expressing their vote or abstention to the Secretary for recording in the minutes shall be considered votes against.

#### **Article 19. Approval of Resolutions and Proclamation of the Results**

Resolutions shall be considered approved when the votes in favor of the proposal exceed the votes corresponding to the shares present or represented, except in cases where the Law or Articles of Association require a higher majority.

The President will declare resolutions as approved when there is record of the existence of sufficient votes in favor without prejudice to any manifestations by attending shareholders to the Secretary concerning their votes.

#### **Article 20. Closing Meetings**

The President is responsible for closing meetings.

#### **Article 21. Meeting Minutes**

The meeting minutes may be approved by those attending the Meeting after it is held or, in lack thereof, within a period of fifteen days by the President and two witnesses, one representing the majority and another representing the minority.

#### **CHAPTER IV: PUBLICATION OF RESOLUTIONS AND THE REGULATIONS**

##### **Article 22. Publication of Resolutions**

The text of the resolutions shall be available upon request to any shareholder or representative of a shareholder at a General Meeting. Therefore, the Secretary shall issue a certificate of all resolutions passed within seven days following approval of the Minutes pursuant to the provisions of article 21 above. Moreover, all resolutions adopted shall be published as relevant events communicated to the Spanish Alternative Investment Market. When legally required, notifications must be made as quickly as possible and, in any case, before the deadline established for such purpose.

##### **Article 23. Publication of the Regulations for General Meetings**

Following approval, these Regulations shall be made public so that shareholders and investors may be aware of them as provided for in the Articles of Association and current law.

#### **CHAPTER V: INTERPRETATION, VALIDITY AND MODIFICATIONS OF THE REGULATIONS**

##### **Article 24. Interpretation**

These Regulations complete and implement the provisions of the Articles of Association in relation to General Meetings of Shareholders and must be interpreted in correlation with them and all applicable legal provisions.

##### **Article 25. Validity and Modifications**

These Regulations shall be applicable as of the first General Meeting of Shareholders held following the one during which they are approved.

The Board of Directors may propose modifications to these Regulations to a General Meeting of Shareholders when deemed necessary or appropriate. Any such proposal must be accompanied by the corresponding report of justification.