



## **OBRASCON HUARTE LAIN, S.A.**

### *Announcement of the Ordinary General Shareholders Meeting 27<sup>th</sup> and 28<sup>th</sup> May 2019*

The Board of Directors of OBRASCON HUARTE LAIN, S.A., in its meeting of 11<sup>th</sup> April 2019 agreed to call the Ordinary General Shareholders Meeting to be held at Complejo Duque de Pastrana, Paseo de la Habana, 208, next 27<sup>th</sup> May 2019 at 12.00am at first call and in the absence of the statutory quorum, next 28<sup>th</sup> May 2019 at the same time and place at second call to discuss and approve the relevant resolutions on the following

#### **AGENDA**

- One. -** Examination and approval, if applicable, of the individual annual accounts (balance sheet, profit and loss accounts, statement of changes in net equity, cash flow and memorandum) and Management Report as of 2018 of OBRASCON HUARTE LAIN, S.A. as well as of its Consolidated Group.
- Two. -** Examination and approval if applicable of the situation of non-financial information of the consolidated management report as of 2018.
- Three. -** Examination and approval if applicable of the proposal for the allocation of results as of 2018.
- Four. -** Examination and approval if applicable of the management of the Board of Directors in 2018.
- Five. -** Re-election, if applicable, of the Auditors of accounts of the Company and its Consolidated Group.
- Six. -** Re-election, ratification and appointment of Directors:
- 6.1. Re-election of Mr Juan Villar-Mir de Fuentes.
  - 6.2. Re-election of Ms. Reyes Calderón Cuadrado.
  - 6.3. Ratification and appointment of Ms. Carmen de Andrés Conde.
  - 6.4. Ratification and appointment of Mr. César Cañedo-Argüelles Torrejón.
  - 6.5. Ratification and appointment of Mr. José Antonio Fernández Gallar.
- Seven. -** Advisory vote of the Annual Report on Remunerations of Directors of 2018.
- Eight. -** Approval if applicable of the amendment of the Policy on Remunerations of directors in force.
- Nine-** Approval if applicable of a remuneration system for directors with executive functions linked to shares.
- Ten. -** Delegation to the Board of Directors of the faculty to issue obligations, bonds and other fixed income securities convertible in new shares as well as warrants and any other financial instrument entailing rights to the subscription of new shares of the Company. Delegation of the faculty to exclude the pre-emptive right.



- Eleven. -** Delegation of faculties for the drafting, notarization and registry of previous resolutions and for the perceptivo deposit of the Annual Accounts with the Commercial Registry.

### **RIGHT TO INFORMATION**

Shareholders are entitled to examine at the registered address located in Madrid, at Paseo de la Castellana, number 259-D, Torrespacio or through the website of the Company ([www.ohl.es](http://www.ohl.es)) as well as to be provided and sent without charge, copies of the following documents:

- This announcement of the General Ordinary Shareholders Meeting.
- Annual Accounts (balance sheet, profit and loss account, statement of changes in net equity, the cash flow and the memorandum) and the Management Report of the Company as of 2018.
- Annual Accounts (balance sheet, profit and loss account, statement of changes in net equity, cash flow and memorandum) and Management Report which includes the situation of non-financial information of the Consolidated Group as of 2018.
- Reports issued by the audit company on the annual accounts of the Company and its Consolidated Group as of 2018.
- Annual Report on Corporate Governance as of 2018.
- Annual Report on the Remuneration of Directors as of 2018.
- The full text of the proposed resolutions issued by the Board of Directors regarding the items of the agenda.
- Proposal and Supporting Report issued by the Board of Directors and the Appointments and Remunerations Committee, as the case may be, on the skills, experience and merits as provided for in article 529 *decies* of the Law on Corporations including the identity, curriculum and category of each director whose re-election or ratification and appointment has been proposed to the General Meeting as envisaged in article 518 of the Law on Corporations.
- The report containing the reasoned proposal of the Board of Directors with respect to the amendment of the Policy on Remunerations of Directors of the Company currently in force, to be approved by the General Shareholders Meeting, issued in accordance to article 529 *novodecies* of the Law on Corporations.
- Supporting Report of the proposal on the delegation to the Board of Directors of the faculty to issue obligations, bonds and other fixed income securities convertible into shares as well as warrants and any other financial instrument entailing the subscription of new shares of the Company and of the faculty to exclude a pre-emptive right.
- The total number of shares and voting rights of Obrascón Huarte Lain, S.A. as of the date of the announcement of the General Meeting.

All documentation regarding the General Meeting shall be available on the website of the Company ([www.ohl.es](http://www.ohl.es)) from the publication of this announcement and until the seating of the General Meeting.

Shareholders may request to the Board of Directors the information or clarifications they may consider deem or submit in writing such questions they find pertinent on the items included in the agenda until the fifth day before the date expected for the seating of the Meeting as well any clarification on the public information the Company has provided to the National Stock Exchange



Commission since the last Shareholders Meeting (26<sup>th</sup> June 2018) and on the Auditor's Report. For these purposes, shareholders may refer to the Investors Relations Department at 91.348.41.57 or email address [relacion.accionistas@ohl.es](mailto:relacion.accionistas@ohl.es).

### **SUPPLEMENT TO THE ANNOUNCEMENT AND PROPOSAL OF RESOLUTIONS**

Shareholders representing at least three per cent (3%) of the share capital are entitled to request the publication of a supplement to the announcement of the Meeting including one or more items of the agenda insofar as these new items are accompanied by a justification or, if applicable, a reasoned proposal of resolution and to file proposals of resolutions on the items already included or to be included in the agenda of the General Meeting by faithful notice sent to the corporate address within the five (5) days following the publication of the announcement.

### **ELECTRONIC FORUM FOR SHAREHOLDERS**

Pursuant to the provisions of article 539.2 of the Law on Corporations on the occasion of the announcement of the General Meeting, the Company has created an Electronic Forum for Shareholders on its website ([www.ohl.es](http://www.ohl.es)). Both individual shareholders and voluntary associations incorporated in accordance to the current legislation may access such forum in order to ease their communication before the Meeting.

This Forum shall publish proposals intended to be filed as a supplement to the agenda included in the announcement, requests of adherence to such proposals, initiatives to reach the necessary percentage to exercise the minority right provided for by the law as well as offers or requests for voluntary representation.

The Forum is not a communication channel between the Company and its shareholders and it is only intended to ease communication between the shareholders of the Company on the occasion of the General Meeting.

In order to access the forum, shareholders shall obtain through the website ([www.ohl.es](http://www.ohl.es)) an access code following the instructions and conditions of use approved by the Board of Directors.

### **RIGHT TO ATTEND, TO REPRESENTATION AND TO VOTE**

Pursuant to the provisions of article 13 of the Articles of Association all shareholders of the Company may attend the General Meeting. It shall be an indispensable prerequisite for any shareholder to have a right to speak and vote in the Meeting, the registry of the shares in the relevant accounting record at least five (5) days before the date of the General Meeting and the provision of the relevant certificate of entitlement issued for these purposes by the relevant entity in charge or adhered.

Any shareholder with a right to attend may be represented in the General Meeting by a third party even if it is not a shareholder. Representation may be granted in writing. The shareholder intending to grant such representation shall sign and complete the attendance card including the identification of the person representing the shareholder and, in the event of specific instructions, indications on the sense of the vote. The representative appointed shall attend with such attendance card and the national identity document or passport (and deed in the event of representing an entity) at the place of celebration of the Meeting within the two (2) hours before the time expected for the beginning of the Meeting. Alternatively, he may send it before the day of celebration the Meeting by postal mail to OBRASCON HUARTE LAIN, S.A., (to the Investors Relations Department, Paseo de la Castellana, número 259-D, Torrespacio, Madrid). Shareholders may use for these purposes, the original attendance cards sent on the occasion of the announcement of the General Meeting to those entities in charge of the accounting registry where shares are registered.

Moreover, shareholders may grant their representation before the Meeting by electronic means duly guaranteeing the representation and the identity of the represented party. The appointment of the representative by electronic means and its notification to the Company shall be made through the website of the Company ([www.ohl.es](http://www.ohl.es)) in the section created specifically for this



purpose. In order to guarantee the identity, shareholders intending to grant their representation electronically shall accredit their identity by their electronic identity document or recognised or advanced electronic signature according to a recognised electronic certificate in force issued by the Spanish Public Authority of Certification (CERES) reporting to the National Mint.

The delegation granted pursuant to the wording of the previous paragraphs may be revoked in which case it shall be express and through the same means used to grant such representation. Such revocation shall be effective before the Company insofar as it is received by the Company at least five (5) days before the date expected for the celebration of the General Meeting at first call. Moreover, the representation shall be understood as revoked by the personal attendance to the Meeting of the shareholder granting such representation or by the sale of the shares granting the condition of shareholder at least five (5) days before the date expected for the seating of the Meeting.

Shareholders entitled to attend may cast their vote by remote communication systems with respect to the proposals referring to the items of the agenda by postal mail or electronic means. In order to cast a vote by correspondence, the shareholder shall send the attendance card duly signed and fulfilled to OBRASCON HUARTE LAIN, S.A. (Investors Relations Department, Paseo de la Castellana, número 259-D, Torrespacio, Madrid). The vote casted by postal correspondence shall be received within the ten (10) days following the date of the announcement. Shareholders casting their vote by postal correspondence in the terms provided for above shall be considered as present for the purposes of the quorum of the Meeting. The vote casted in accordance to the provisions above shall remain without effect in the terms expected in article 13 of the Articles of Association. Moreover, shareholders entitled to attend may also exercise their voting rights through electronic means. Therefore the shareholder shall access the section specially created to such end on the website of the Company ([www.ohl.es](http://www.ohl.es)). The electronic vote may be casted from the day following the publication of the announcement and until at least five (5) days before the date expected for the seating of the General Meeting at first call. The remote vote may be revoked by the same means used for its casting, expressly and within the period established therefor, as well as by the personal attendance to the meeting of the shareholder casting it or by the sale of shares granting the condition of shareholder at least five (5) days before the date expected for the seating of the Meeting.

Personal data (including if applicable, picture and voice) provided either by shareholders or if applicable by their representatives to the Company in the exercise of their rights to attend, delegate and vote on the occasion of the General Meeting or which may be provided by the bank entities and companies and securities agencies holding the shares of such shareholders through the entity legally entitled to keep record of entries on account, *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)*, shall be treated by the Company as responsible of the treatment for the management of the development and control of the shareholding relationship of the Company in fulfilment of its legal obligations (including the provision of any information requested by shareholders on the occasion of the announcement and the participation and exercise of their rights in the Forum) as well as the celebration, recording and dissemination of the General Meeting. The attendance to the General Meeting of Shareholders involves the consent to the recording and dissemination of the image of the attendants. The legitimation of the treatment of data is based on the management of the shareholding relationship, the fulfilment of the legal obligations and, in what respects to the collection and dissemination of images and sounds, the legitimate interest of the Company in the recording and dissemination of the Meeting.

Data shall be made available to the Notary attending the General Meeting and may be provided to third parties in the exercise of the right to information envisaged in the law or accessible to the public in the extent in which it may appear in the documentation available on the website of the Company ([www.ohl.es](http://www.ohl.es)) or expressed in the General Meeting.

In general, personal data will be stored during the shareholding relationship and once it is finished during the period of limitation of any legal or contractual liability which may arise from such relationship.

Holders of the personal data may send their access, rectification, opposition, elimination, portability and limitation of treatment applications pursuant to the provisions of the applicable legislation by written communication addressed to the corporate address of the Company,



OBRASCON HUARTE LAIN, S.A., (to the Investors Relations Department), Paseo de la Castellana, número 259-D, Torrespacio, Madrid. Moreover, holders of the personal data may file claims before the Data Protection Officer of the Company (dpd@ohl.es) and/or before the Spanish Agency on Data Protection ([www.aepd.es](http://www.aepd.es)).

Should the attendance card of the shareholder include personal data referring to other individuals, the shareholder shall be responsible of informing such individuals on the wording of the previous paragraphs and fulfil any other requirement which may apply for the correct assignment of such personal data to the Company, the latter not being obliged to perform any other action towards the interested parties.

The Board of Directors has agreed to request the attendance of a Notary to record in public deed the General Shareholders Meeting.

The General Meeting is expected to take place on second call.

At Madrid on 11 April 2019.

Jose Maria del Cuvello Pemán  
The Secretary of the Board of Directors.