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NINTH ITEM OF THE AGENDA

Share capital increase by means of cash contributions and exclusion of the pre-emptive subscription right for an amount of €441,250,000 by issuing and listing 88,250,000 new ordinary shares of €5 of nominal value per share and a share premium of €12 per share. Prevision of incomplete subscription. Delegation of authorities for the execution of the share capital increase, the amendment of the Company's by-laws and the application for the listing of the new shares on Euronext Lisbon.

PROPOSED RESOLUTION FOR THE NINTH ITEM OF THE AGENDA

1. Share capital increase by means of cash contributions.

It is agreed to increase the share capital of the Company for a nominal amount of €441,250,000, by issuing and listing 88,250,000 new ordinary shares, of €5 of nominal value per share, of the same class and series as those which are currently in circulation, represented by book entries (acções escriturais) (the “**Share Capital Increase**”).

The new shares are issued at a nominal value of €5 plus a share premium of €12 per share, resulting in an aggregate issue price of €17 per share including nominal value and share premium. The nominal value and the share premium corresponding to the shares to be issued in execution of this agreement shall be paid in full by means of cash contributions.

In accordance with the provisions of article 311 of the Spanish Companies Act, the possibility of incomplete subscription of the share capital increase is expressly provided for.

2. Issue price.

The new shares are issued at a nominal value of €5 plus a share premium of €12 per share, resulting in an aggregate issue price of €17 per share including nominal value and share premium, so that the maximum consideration to be paid for the capital increase amounts to €1,500,250,000 (and the maximum aggregate share premium of €1,059,000,000).

In this regard, the report issued by the independent expert other than the Company's auditor, appointed for these purposes by the Commercial Registry, on the fair value of the Company's shares, on the theoretical value of the pre-emptive subscription rights whose exercise it is proposed to exclude and on the fairness of the data contained in the report issued by the Board of Directors has been made available to this General Shareholders Meeting upon its call for the purposes provided for by the Law.

For the purposes of article 299 of the Spanish Companies Act, it is acknowledged that the Company's shares existing prior to the share capital increase are fully paid up.

3. Exclusion of the pre-emptive subscription right.

In accordance with the corporate interest of the Company, it is agreed to exclude the pre-emptive subscription rights on the basis of the Report of the Board of Directors and the Report of the independent expert other than the Company's auditor referred to in article 308 of the Spanish Companies Act, so that all the shares issued in execution of this resolution are subscribed for by the recipients of the share capital increase referred to in Section 6 below.

4. Representation of the new shares.

The new issued shares shall be represented by book entries (ações escriturais) and shall be registered in the relevant accounts of the Central de Valores Mobiliários, the centralized securities deposit and settlement system in Portugal managed by Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., with registered office at Avenida da Boavista no. 3433, 4100-138 Porto, Portugal ("**Interbolsa**").

5. Rights attaching to the new shares.

The new issued shares shall be ordinary shares and shall belong to the same class and series as the ordinary shares of the Company which are currently listed in Euronext Lisbon, Portuguese official quotations market managed by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. with registered office at Avenida da Liberdade no. 196, 1250-096 Lisboa, Portugal ("**Euronext Lisbon**"), and shall be fungible and traded in tandem with the remaining ordinary shares of the Company from the moment they are admitted to trading.

The new issued shares shall confer the same rights and obligations to their holders in relation to the remaining ordinary shares of the Company as from the date on which they are registered in (i) the relevant accounts of the Central de Valores Mobiliários and (ii) in the individual accounts opened in the name of the entities subscribing the shares before financial intermediaries affiliated with Interbolsa.

The new shares shall be represented by book entries (ações escriturais).

The new issued shares shall confer to their holders the right to receive any dividends payable after they have been validly issued.

6. Recipients of the Share Capital Increase. Subscription and payment.

The subscription and payment of the new ordinary shares shall be made by payment in cash of the aggregate amount of the new subscribed shares (nominal value plus share premium) by Morgan Stanley Europe SE and Citigroup Global Markets Europe AG or by any entity within their respective groups (the “**Joint Global Coordinators**”), as follows:

- (a) 44,125,000 shares shall be subscribed and paid up by Morgan Stanley Europe SE or by any entity within its group.
- (b) 44,125,000 shares shall be subscribed and paid up by Citigroup Global Markets Europe AG or by any entity within its group.

7. Execution of the Share Capital Increase.

The Board of Directors shall execute the Share Capital Increase as soon as possible after the date hereof, and in any case within the maximum period foreseen in article 297.1.a) of the Spanish Companies Act (i.e. one year from the approval of this resolution).

8. Application for the listing on Euronext Lisbon.

Likewise, it is agreed to apply for the listing on Euronext Lisbon of all the ordinary shares issued in execution of this resolution of Share Capital Increase.

The Company will rely on the exemption of preparing and submitting for approval a prospectus for the public offering or admission to trading of the new issued shares, pursuant to articles 1.4.a) and 1.5.a) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

9. Amendment of the Company’s by-laws.

In the event that the Share Capital Increase is fully subscribed and paid up by the Joint Global Coordinators, article 5 of the Company’s by-laws shall be amended as follows:

“ARTICLE 5 – SHARE CAPITAL

The value of the Company’s issued share capital is € 4,802,790,810 and it is divided in 960,558,162 shares with a nominal value of € 5,00 each, represented by book entries. All shares integrate a single class and series and are fully issued and paid.”

Notwithstanding the above, in any case, it is also resolved to authorize the Board of Directors of the Company to adopt any other resolutions required for the amendment of article 5 of the Company's by-laws, in order to reflect the result of the Share Capital Increase.

10. Delegation of authorities for the execution and formalization of the aforementioned resolutions.

It is resolved to authorize the Board of Directors, pursuant to the provisions of article 297.1.a) of the Spanish Companies Act, as well as, for the avoidance of doubt, applicable Portuguese law rules applicable to the (i) request for the registration of the new issued shares before the Central de Valores Mobiliários and the (ii) admission to trading of the new issued shares in Euronext Lisbon, including without limitation the Portuguese Securities Code, CMVM Regulation no. 14/2000, the Rules concerning the functioning of regulated markets published by Euronext Lisbon which are in force from time to time and the regulations published by Interbolsa concerning the functioning of securities settlement systems published by Interbolsa which are in force from time to time, to carry out as many acts and execute as many public and private documents as may be necessary or appropriate in relation to the aforementioned resolutions, with express faculties of substitution and rectification, until the Share Capital Increase resolved herein is fully registered in the Commercial Registry, including, where appropriate, the request for partial registration and, in particular, to:

- (a) set the date on which the Share Capital Increase shall be executed, establishing the terms and conditions of the Share Capital Increase in all other matters not provided for in this resolution and in accordance to its terms and conditions;
- (b) to carry out as many acts as may be necessary to execute the subscription and payment of the Share Capital Increase, as well as any others required to comply with this resolution, including the offer and allocation of the new shares for subscription to the relevant entities, the establishment of the deadline for the effective payment and subscription of the Share Capital Increase, the adoption of any other resolutions required for the implementation of the Share Capital Increase and the amendment of article 5 of the Company's by-laws, in order to reflect this circumstance;
- (c) declare the completion of the Share Capital Increase (with full or incomplete subscription) once the subscription period has ended and the new shares have been paid up, executing as many public and private documents as may be necessary for the total or partial implementation of the Share Capital Increase;

- (d) take all necessary actions to ensure that the new shares resulting from the Share Capital Increase are registered in the Central de Valores Mobiliários by carrying out the all the required actions for their full effectiveness and compliance, notably before Interbolsa;
- (e) take all necessary actions to ensure that the new shares resulting from the Share Capital Increase are listed on Euronext Lisbon by carrying out the all the required actions for their full effectiveness and compliance, notably before Euronext Lisbon; and
- (f) In general, to execute as many documents and agreements, both public and private, and to take as many actions as may be necessary or advisable to execute and formalize the Share Capital Increase before any public or private, Spanish or foreign, entities and bodies, including those of declaration, supplementation or rectification of defects or omissions that may impede or hinder the full effectiveness of the foregoing resolutions, and, without prejudice to any other existing authority to notarize the corporate resolutions, for any of them to appear before a Notary Public and execute the corresponding deed of share capital increase and amendment of bylaws and, if appropriate, to correct and clarify this resolution in the terms necessary to achieve its full registration in the Commercial Registry.