

ANNUAL CORPORATE GOVERNANCE REPORT

ISSUER IDENTIFICATION DATA

YEAR END DATE OF REFERENCE 31/12/2019

Tax identification code (C.I.F.) A-28212264

Company Name:

ENCE ENERGÍA Y CELULOSA, S.A.

Registered Address:

Beatriz de Bobadilla Street nº 14, 4ª floor, 28040, Madrid, Spain

ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

A OWNERSHIP STRUCTURE

A.1 Complete the following table about the company's share capital:

Last modification date	Share capital (€)	Number of shares	Number of voting rights
28/04/2017	221,645,250	246,272,500	246,272,500

Indicate whether there are different types of shares with different associated rights:

Yes ☐ No **X**

A.2 List your company's direct and indirect majority shareholdings at year end, excluding the Directors:

Shareholder name or company name	% of voting rights attributed to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	0.00	6.38	0.00	0.00	6.38
BESTINVER GESTION, S.A., S.G.I.I.C	0.00	3.12	0.00	0.00	3.12
INVESCO LIMITED	0.00	1.10	0.00	0.00	1.10

Details of the indirect shareholding:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% of total voting rights
INVESCO LIMITED	INVESCO ADVISERS, INC.	0.08	0.00	0.08
INVESCO LIMITED	INVESCO ASSET MANAGEMENT LIMITED	0.97	0.00	0.97
INVESCO LIMITED	INVESCO CAPITAL MANAGEMENT LLC	0.05	0.00	0.05
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	LA FUENTE SALADA, S.L.	6.38	0.00	6.38

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Observations
Mr. José Ignacio Comenge Sánchez-Real holds 100% of MENDIBEA 2002, S.L., which holds 100% of LA FUENTE SALADA, S.L.
INVESCO LIMITED is the parent Company of INVESCO ADVISERS, INC; INVESCO ASSET MANAGEMENT LIMITED and INVESCO CAPITAL MANAGEMENT LLC

Indicate the most significant transactions in the shareholding structure during the year:

Shareholder name or company name	Transaction date	Description of the transaction
Systematica Investments Limited	16/01/2019	Decreased 1% of share capital
Norges Bank	09/04/2019	Decreased 3% of share capital
Norges Bank	18/04/2019	Surpassed 3% of share capital
Norges Bank	26/04/2019	Decreased 3% of share capital
Norges Bank	30/04/2019	Surpassed 3% of share capital
Norges Bank	01/05/2019	Decreased 3% of share capital
Norges Bank	20/05/2019	Surpassed 3% of share capital
Norges Bank	22/05/2019	Decreased 3% of share capital
Norges Bank	03/06/2019	Surpassed 3% of share capital
Norges Bank	03/07/2019	Decreased 3% of share capital
Invesco Limited	19/07/2019	Surpassed 1% of share capital
Norges Bank	30/07/2019	Surpassed 3% of share capital
Norges Bank	16/08/2019	Decreased 3% of share capital
Bestinver Gestión, S.A., S.G.I.I.C.	11/12/2019	Surpassed 3% of share capital

A.3 Complete the following tables on the members of the company's Board of Directors who hold voting rights for the company's shares:

Name or company name of the Director	% of voting rights attributed to the shares		% of voting rights through financial instruments		% of total voting rights	% of voting rights <u>that can be transferred</u> through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR. IGNACIO DE COLMENARES BRUNET	0.11	0.00	0.21	0.00	0.32	0.00	0.00
MR. JUAN LUIS ARREGUI CIARSOLO	0.20	29.24	0.00	0.00	29.44	0.00	0.00
RETOS OPERATIVOS XXI, S.L.	29.24	0.00	0.00	0.00	29.24	0.00	0.00
TURINA 2000, S.L.	0.00	29.24	0.00	0.00	29.24	0.00	0.00

MR. VÍCTOR URRUTIA VALLEJO	0.00	6.34	0.00	0.00	6.34	0.00	0.00
LA FUENTE SALADA S.L.	6.38	0.00	0.00	0.00	6.38	0.00	0.00
MR. FERNANDO ABRIL-MARTORELL HERNÁNDEZ	0.37	0.00	0.00	0.00	0.37	0.00	0.00
MR. JAVIER ECHENIQUE LANDIRIBAR	0.00	0.04	0.00	0.00	0.04	0.00	0.00
MR. JOSE GUILLERMO ZUBIA GUINEA	0.02	0.00	0.00	0.00	0.02	0.00	0.00
MR. JOSE CARLOS DEL ÁLAMO JIMÉNEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MRS. ISABEL TOCINO BISCAROLASAGA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

% of total voting rights held by the Board of Directors	42.70
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Details of the indirect shareholding:

Name or company name of the Director	Name or company name of the direct owner	% of voting rights attributed to shares	% of voting rights through financial instruments	% of total voting rights	% of voting rights <u>that can be transferred</u> through financial instruments
MR. JUAN LUIS ARREGUI CIARSOLO	RETOS OPERATIVOS XXI, S.L.	29.24	0.00	29.24	0.00
TURINA 2000, S.L.	RETOS OPERATIVOS XXI, S.L.	29.24	0.00	29.24	0.00
MR. VÍCTOR URRUTIA VALLEJO	ASÚA INVERSIONES, S.L.	6.34	0.00	6.34	0.00
MR. JAVIER ECHENIQUE LANDIRIBAR	BILBAO ORVIETO SL	0.04	0.00	0.04	0.00

Observations
The financial instruments indicated in relation to Mr. Ignacio de Colmenares Brunet refer to the maximum number of shares which, in the case of compliance of the objectives and the rest of conditions provided for in the Regulation for the Long-Term Incentive Plan 2019-2023, would correspond to the CEO as part of his variable remuneration at the payment dates set in such Plan.

A.4 Indicate, if applicable, the relationships of a family, commercial, contractual or corporate nature that exist among the majority shareholders, insofar as they are known by the company, unless they are of limited relevance or derived from ordinary business operations or trade, except those reported in section A.6:

Not applicable

A.5 Indicate, if applicable, the relationships of a commercial, contractual or corporate nature that exist among the majority shareholders, and the company and/or its group, unless they are of limited relevance or derived from ordinary business operations or trade:

Not applicable

A.6 Describe the relationships, unless they are of limited relevance to both parties, that exist between significant shareholders or shareholders represented on the Board and the Directors, or their representatives, in the case of directors who are legal persons.

Explain, if applicable, how significant shareholders are represented. Specifically, those directors who have been appointed on behalf of significant shareholders, those whose appointment has been promoted by significant shareholders, or who are linked to significant shareholders and/or entities in their group, with a specification of the nature of such relationships, shall be indicated. In particular, mention shall be made, where appropriate, of the existence, identity and position of members of the board, or representatives of directors, of the listed company, who are, in turn, members of the administrative body, or their representatives, in companies which hold significant shareholdings in the listed company or in entities of the group of such significant shareholders.

Name or corporate name of the linked director or representative	Name or company name of the linked majority shareholder:	Company name of the group company of the significant shareholder	Description of the link:
Mr. Óscar Arregui Abendivar	RETOS OPERATIVOS XXI, S.L.	RETOS OPERATIVOS XXI, S.L.	-
Mr. José Ignacio Comenge Sánchez-Real	LA FUENTE SALADA, S.L.	LA FUENTE SALADA, S.L.	Representative of sole administrator
Mr. Gorka Arregui Abendivar	TURINA 2000, S.L.	TURINA 2000, S.L.	Director

A.7 Indicate whether any agreements among shareholders have been communicated to the company that affect it, as established in articles 530 and 531 of the Capital Companies Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes ☐ No ☒

Indicate whether the company is aware of the existence of concerted activities among its shareholders. If there are, describe them briefly:

Yes ☐ No ☒

A.8 Indicate whether there is any natural person or legal entity that exercises or may exercise control over the company pursuant to article 5 of the Stock Market Act. If so, please identify it:

Yes ☐ No ☒

A.9 Complete the following tables about the company's treasury stock:

At year end:

Number of direct shares	Number of indirect shares (*)	Total % of share capital
3,297,853		1.34

Explain the significant variations during the year:

Explain the significant variations
There were no significant variations in treasury stock during the year.

A.10 Detail the terms and deadline of the current mandate from the shareholders' meeting to the Board of Directors to issue, repurchase or transfer treasury shares.

The shareholders' meeting held on March 30, 2017 authorised the company to acquire its own shares, by purchase or by any other valuable consideration. This acquisition may be made at any time and as often as it is deemed appropriate, either directly or through subsidiaries of which it is the parent company.

The minimum acquisition price or consideration shall be equivalent to the nominal value of the treasury shares acquired, and the maximum acquisition price or consideration shall be the equivalent to the quotation value of the treasury shares acquired in an official secondary market at the time of acquisition.

This authorisation was granted for a term of five years from the date of the aforementioned Meeting, and was subject to the limitation that at no time shall the nominal value of the treasury shares acquired in use of the authorisation, added to that of those already in possession of Ence Energía y Celulosa, SA and any of its controlled subsidiaries exceed the maximum amount allowed by law at any time.

The Board of Directors was also authorised to carry out the derivative acquisition of Ence Energía y Celulosa, S.A. shares under the terms set forth and so that it could allocate, in whole or in part, the treasury shares already acquired and those acquired by virtue of the previous authorisation to disposal or amortisation, or implement remuneration systems consisting of or the purpose of delivering shares or option rights of Ence Energía y Celulosa, S.A. shares to workers and executives pursuant to the provisions of section 1.a) article 146 of the Capital Companies Act, as well as dividend reinvestment plans or similar shareholder remuneration instruments.

A.11 Estimated floating capital

	%
Estimated floating capital	51.74

A.12 Indicate whether there are any restrictions (statutory, legislative or of any kind) on the transferability of securities and/or any restrictions on voting rights. In particular, the existence of any type of restrictions that may hinder the taking of control of the company by means of the acquisition of its shares in the market, as well as those systems of prior authorisation or communication that, regarding the acquisitions or transfers of the company's financial instruments, are applicable to it by sectorial regulations, shall be notified.

Yes ☐

No ☒

A.13 Indicate whether the General Shareholders' Meeting has agreed to adopt neutralisation measures against a public takeover bid pursuant to Law 6/2007.

Yes ☐

No ☒

A.14 Indicate whether the company has issued securities that are not traded on an EU community market.

Yes ☒

No ☐

Where appropriate, indicate the different types of shares and, for each type, the rights and obligations conferred.

Indicate the different types of shares
On 24 November 2017, the Company, through its subsidiary, ENCE ENERGÍA, S.L.U., made a bond issue for the amount of €50 million, maturing on 24 November 2025. These bonds are listed in the multilateral trading system called Open Market (Freiverkehr) of the Frankfurt Stock Exchange.

On 23 February 2018, the Company issued convertible and exchangeable debentures of the Company, excluding the pre-emptive subscription right, for an amount of € 160 M, maturing on 5 March 2023. These debentures are listed in the multilateral trading system called Open Market (Freiverkehr) of the Frankfurt Stock Exchange.

On 8 November 2018, the Company, through its subsidiary, ENCE ENERGÍA, S.L.U., made a debenture issue for the amount of €43 million, maturing on 24 November 2025. These debentures are listed in the multilateral trading system called Open Market (Freiverkehr) of the Frankfurt Stock Exchange.

Observations
The above information is provided because it is a regulated market but it is not an official market

B GENERAL SHAREHOLDERS' MEETING

B.1 Indicate and, if applicable, detail, whether there are differences with the minimum regime established in the Capital Companies Act (Ley de Sociedades de Capital (LSC)) with respect to the quorum for constituting the General Shareholders' Meeting.

Yes ☐

No **X**

B.2 Indicate and, if applicable, detail, whether there are differences with the minimum regime established in the Capital Companies Act (LSC) for adopting corporate agreements.

Yes ☐

No **X**

B.3 Indicate the rules applicable to the modification of the company's articles of association. In particular, the majorities required for modifying the articles of association, as well as, if applicable, the rules for protecting the rights of the partners in modifying the articles of association must be communicated.

The modification of Ence Energía y Celulosa, S.A. Articles of Association is governed by the provisions of the Capital Companies Act and its own Articles of Association, which are established in the legal regime.

Thus, in the first call, the concurrence of shareholders present or represented who have at least fifty percent of the subscribed capital with the right to vote is required to be able to ratify any amendment to the articles of association. In the second call, the attendance of twenty-five percent of said capital is sufficient (Article 29.2 of the Articles of Association).

Once the meeting has been validly constituted, in order to approve any amendment to the articles of association, a favourable vote of half plus one of the shares with voting rights present or represented (articles 29.1 and 35.4 of the Articles of Association), or two thirds, is required when in the second call the attendance quorum does not reach fifty percent (article 29.2 of the Articles of Association).

B.4 Indicate the attendance data in the General Shareholders' Meeting held in the year to which this report refers and the two meetings of the previous year:

	Attendance data				
General Shareholders' Meeting date	% of physical attendance	% in representation	% absentee ballot		Total
			Electronic ballot	Other	
30/03/2017	3.85	62.56	0.00	0.00	66.41
Of Floating Capital:	1.05	20.80	0.00	0.00	21.85

22/03/2018	35.28	36.81	0.00	0.00	72.09
Of Floating Capital:	0.42	29.60	0.00	0.00	30.02
28/03/2019	43.08	26.21	0.00	0.27	69.56
Of Floating Capital:	6.27	26.21	0.00	0.27	32.75

B.5 Indicate whether at the general meetings held during the year there were any items on the agenda which, for any reason, were not approved by the shareholders.

Yes ☐

No **X**

B.6 Indicate whether there are any restrictions in the articles of association that establish a minimum number of shares required to attend the General Shareholders' Meeting or to vote remotely:

Yes ☐

No **X**

B.7 Indicate whether certain decisions, other than those established by Law, which involve the acquisition, disposal, contribution to another company of essential assets or other similar corporate operations were established. These must be submitted for the approval of the shareholders' general meeting.

Yes ☐

No **X**

B.8 Indicate the address and access method to the company's website where the information on corporate governance and other information about the General Shareholders' Meeting that must be made available to shareholders through the Company's website can be found.

On the Company's website, www.ence.es , click Investors and Corporate Governance.
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C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors provided for in the Articles of Association and the number established by the General Meeting:

Maximum number of Directors	16
Minimum number of Directors	8
Number of Directors established by the shareholders' meeting	14

C.1.2 Complete the following table with the Directors:

Name or company name of the Director	Representative	Director category	Position on the board	Date of first appointment	Date of last appointment	Election procedure
IGNACIO DE COLMENARES BRUNET		Executive	CHAIRMAN and MANAGING DIRECTOR	22/12/2010	30/03/2017	GENERAL SHAREHOLDERS' MEETING AGREEMENT
JUAN LUIS ARREGUI CIARSOLO		Proprietary	DIRECTOR	07/02/2006	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
RETOS OPERATIVOS XXI, S.L.	ÓSCAR ARREGUI ABENDIVAR	Proprietary	DIRECTOR	07/02/2006	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
LA FUENTE SALADA, S.L.	JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Proprietary	DIRECTOR	22/03/2018	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
TURINA 2000, S.L.	GORKA ARREGUI ABENDIVAR	Proprietary	DIRECTOR	20/12/2017	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
VÍCTOR URRUTIA VALLEJO		Proprietary	DIRECTOR	30/06/2014	30/03/2017	GENERAL SHAREHOLDERS' MEETING AGREEMENT
JOSE CARLOS DEL ÁLAMO JIMÉNEZ		Independent	LEAD INDEPENDENT DIRECTOR	29/06/2009	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
ISABEL TOCINO BISCAROLASA GA		Independent	DIRECTOR	21/03/2013	28/03/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT

ROSA MARÍA GARCÍA PIÑEIRO		Independent	DIRECTOR	22/03/2018	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
IRENE HERNÁNDEZ ÁLVAREZ		Independent	DIRECTOR	28/03/2019	28/03/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT
AMAIA GOROSTIZA TELLERÍA		Independent	DIRECTOR	28/03/2019	28/03/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT
FERNANDO ABRIL-MARTORELL HERNÁNDEZ		Other external member	DIRECTOR	30/03/2007	16/03/2016	GENERAL SHAREHOLDERS' MEETING AGREEMENT
JAVIER ECHENIQUE LANDIRIBAR		Other external member	DIRECTOR	29/12/2005	22/03/2018	GENERAL SHAREHOLDERS' MEETING AGREEMENT
JOSE GUILLERMO ZUBIA GUINEA		Other external member	DIRECTOR	30/03/2007	28/03/2019	GENERAL SHAREHOLDERS' MEETING AGREEMENT

Total number of Directors	14
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Indicate any withdrawals that, whether for resignations, dismissals or any other cause, have occurred on the Board of Directors during the reporting period:

Name or company name of the Director	Director category at the moment of cessation	Date of last appointment	Termination date	Specialised Committees of which he/she was a member	Indicate whether the withdrawal has taken place before the end of the term of mandate
PEDRO BARATO TRIGUERO	Other External	30/03/2017	28/03/2019	Executive Committee and Sustainability Committee	YES
LUIS LADA DÍAZ	Independent	16/03/2016	28/03/2019	Audit Committee	NO

C.1.3 Complete the following tables on the Directors and their different categories:

EXECUTIVE DIRECTORS

Name or company name of the Director	Position in the company's organisational chart	Profile
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IGNACIO DE COLMENARES BRUNET	CHAIRMAN and MANAGING DIRECTOR	<p>He holds a law degree from the Central University of Barcelona and a master's degree in Economics and Business Management from the IESE Business School in Barcelona. He has had a long professional career in the steel and energy sector. He was an Export and Trading Manager of the Compañía Española de Laminación, the embryo of the CELSA steel group. Subsequently, he held the position of Commercial Director of Nueva Montaña Quijano, a common steel company, and he was Commercial General Director of Grupo CELSA Trefilerías. In 1996, he assumed the General Direction of Trenzas y Cable de Acero-TYCSA, a company specialised in the manufacture of steel cable, aluminum and optical fiber. Subsequently, in 2001, he joined the Global Steel Wire steel group as General Director, a position that he combined with that of Corporate Development Director of the CELSA Group. Before joining Ence, in 2008 he was CEO of Isofoton, a company producing photovoltaic panels and promoting solar installations, in which he restructured the technological, industrial and commercial company. He has also been Chairman and CEO of Bergé Lift, a group of companies dedicated to the import, distribution, rental and maintenance of handling equipment. He is a member of the Investment Committee of Arta Capital.</p>
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Total number of Executive Directors	1
% of the total board	7.14%

EXTERNAL PROPRIETARY DIRECTORS

Name of the Director	Name or corporate name of the significant shareholder to whom represents or has proposed his/her nomination	Profile
JUAN LUIS ARREGUI CIARSOLO	RETOS OPERATIVOS XXI, S.L.	<p>He qualified as a technical engineer at the Higher Technical School of Engineering in Bilbao, has a degree in Numerical Control from Wandsdorf (Germany) and a Master's Degree in Micro-Mechanical Engineering from Besançon (France). Until 1995 he was Chairman of Gamesa Corporación Tecnológica, a company which he founded in 1976. Until 2017 he also occupied the offices of Vice-Chairman of the</p>

		<p>Board of Directors, Member of the Delegated Executive Committee and Member of the Appointments and Remuneration Committee of that company. He was a Director of Iberdrola (1993-2010), also holding the offices of Member of the Audit Committee (1999-2001), Member of the Executive Committee (2002-2010), Member of the Appointments and Remuneration Committee (2004-2010) and Vice-Chairman of the Board of Directors (2006-2010) in that company. He founded Corporación Eólica Cesa, of which he was Chairman until 2006. He has been Chairman of Guascor, a group specialising in cogeneration and environmentally friendly technology, a Director of Gestora de Proyectos y Contratos, a company which he co-founded, a Director of GRL Aceite and Chairman of Viña Izadi. He was Chairman of Foresta Capital (2002-2009), a company devoted to the production of hardwood forests (black walnut and black cherry) and to the development of energy crops since 2006 with its own clones. He has been Chairman of ARTEVINO and First Vice-Chairman of Cartera Industrial Rea since 2008.</p>
RETOS OPERATIVOS XXI, S.L.	RETOS OPERATIVOS XXI, S.L.	<p>Óscar Arregui Abendivar is the physical person representing the proprietary director of Ence, RETOS OPERATIVOS, XXI, S.L. He is an industrial engineer (electrical speciality) graduated from the School of Engineering of Bilbao. He holds a Master's Degree in Business Administration (MBA) from IESE Business School.</p> <p>He has occupied several positions of responsibility within Grupo Guascor in the fields of both research and development and its expansion into the North American market.</p> <p>He is currently director of Cermanca XXI, S.L., FIPLAN XXI, S.L. and Member of the Board of Turina 2000, S.L.</p>
TURINA 2000, S.L.	RETOS OPERATIVOS XXI, S.L.	<p>Gorka Arregui is the physical person representing the proprietary director of Ence, TURINA 2000, S.L. He is a Law graduate and has held positions of responsibility in companies in the industrial, energy, agri-food and forestry investment sectors, among others. He is currently a Member of the Board of Directors of companies belonging to these sectors, such as Foresta, Cartera Industrial Rea, S.A., Ciresco S.A., Gopisa, S.A. or Investigación y Desarrollo Agrario, S.A.</p>
LA FUENTE SALADA, S.L.	LA FUENTE SALADA, S.L.	<p>José Ignacio Comenge Sánchez-Real is the physical person representing the Proprietary Director of Ence, La Fuente Salada, S.L.</p> <p>Ignacio Comenge Sánchez-Real is an economist who held several positions in the Banco Hispano Americano between 1973 and 1983, such as Deputy Director of Foreign Trade and Director of Large Companies.</p>

		<p>From 1984 to 2002, he held the following positions at MUTUA MADRILEÑA AUTOMOVILISTA: Financial Director and Vice-Chairman of the Board of Directors.</p> <p>He currently occupies the position of Chairman in the company Ball Beverage Can Iberica, S.L. and Director of the companies COCA-COLA EUROPEAN PARTNERS, plc; EBRO FOODS S.A.; BARBOSA & ALMEIDA, S.A., AZORA EUROPA I, SA, Compañía Vinícola del Norte de España, S.A. and OLIVE PARTNERS, S.A. (the Director in these last two companies is MENDIBEA 2002, S.L.)</p>
VÍCTOR URRUTIA VALLEJO	ASÚA INVERSIONES, S.L.	<p>PhD in Economics from the Complutense University of Madrid and Law Degree from the University of Oviedo. He speaks English, French and German.</p> <p>Chairman of Compañía Vinícola del Norte de España, S.A (CVNE), member of the Executive Committee and member of the Instituto de Empresa Familiar, Sole Administrator of Asúa Inversiones, S.L. and Vice President of OCIBAR, S.A. Previously, he held the position of Director of Firestone Hispania, Director of IBM Spain, Chairman of Begano, Director of Asturbega and Norbega, Vice-Chairman of IBERDROLA, S.A., Director of Barclays Bank, S.A.E., Director and member of the Executive Committee of Vocento y Prensa Española and Chairman of CASBEGA, S.A., and Director of Coca-Cola Iberian Partners.</p>

Total number of Proprietary Directors	5
% of the total board	35.71%

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of the Director	Profile
<p>JOSE CARLOS DEL ÁLAMO JIMÉNEZ</p> <p>(Lead Independent Director)</p>	<p>He qualified as a Forestry Engineer at the Technical University of Madrid, holds the ESADE Course for Directors diploma, and has completed two doctorate courses in the Higher Technical School of Forestry Engineering. He has occupied positions of great responsibility in central government, such as General Manager of Nature Conservation (Ministry of the Environment), and in the Regional Government of Galicia, where he was Director of the Environment from 1997 to 2003 and General Manager of Forestry and the Natural Environment from 1990 to 1996. He was also Vice-Chairman of the National Parks Authority, Chairman of Atlantic Islands National Park's Board of Trustees, member of the Environmental Advisory Council of the Ministry of the Environment, Chairman of the Environmental Council of Galicia, Chairman of the Professional Engineers Union</p>

	<p>(UPCI) and Chairman of the Professional Association of Forestry Engineers.</p> <p>He is a Lecturer on the Master's Degree in Energy Efficiency and Climate Change in the University Institute of Environmental Sciences of the Complutense University of Madrid, the Master's Degree in Environmental Project Engineering at the Technical University of Madrid, the advanced course in the Fundación Carolina-CEU de Políticas e Instrumentos de Gestión Forestal, and in other academic institutions.</p> <p>He is Chairman of the Spanish Engineering Institute, Patron of the Board of Trustees of the Sierra de Guadarrama National Park, Patron of the TYPESA Foundation for Cooperation, member of the pro rebus academiae foundation of the Royal Academy of Engineering of Spain, Chairman of the "Environmental Forum for Economic and Social Progress" and Member of the Environmental Council of Castile and Leon and the Community of Madrid. Member of the Advisory Board of Telemadrid.</p> <p>He is currently Vice-Chairman of Grupo TYPESA and Chairman of TYPESA Estadística y Servicios.</p>
ISABEL TOCINO BISCAROLASAGA	<p>Doctor in Law and professor at the Complutense University, she has taken top management programmes at IESE and Harvard Business School.</p> <p>She has been a full professor at the Complutense University, Minister for the Environment (1996-2000), deputy and chairperson of the Foreign Affairs Committee and the European Affairs Committee at the Congress of Deputies, chairperson for Spain and Portugal and Vice-Chairman for Siebel Systems Europe.</p> <p>As Minister for the Environment, she participated actively in negotiating the Kyoto Protocol and promoted various legislative initiatives on waste, water and hydrological resources and national parks. She previously worked at the Nuclear Energy Board (today CIEMAT) and was part of the OECD European Energy Agency's Governmental Legal Experts' Group and today is a member of the International Society of Nuclear Law and the Spanish Nuclear Society (SNE).</p> <p>She holds the Great Cross of Knighthood of the Royal Order of Charles III and of the Cross of San Raimundo de Peñafort. She is currently independent director at ENAGÁS, S.A. and Chairwoman of its Audit Committee and Vice-Chairwoman of SANTANDER España, being also member of its Nominating and Compensation Committee and Audit Committee.</p>
ROSA MARÍA GARCÍA PIÑEIRO	<p>She holds a degree in Industrial Engineering from the University of Vigo and a master's degree in Business Administration and Management from the University of Geneva, as well as a master's degree in Environmental Engineering from the EOI Business School. She has extensive experience in the industrial sector, with a remarkable focus on environment and sustainability, and with an international vision. She has developed her professional career at Alcoa, where she has held positions such as Environmental Engineer, Internal Auditor of Environment, Occupational Safety and Health, Director of Occupational Safety and Health, Director of Government Affairs and Sustainability for Europe and Chairman of Alcoa Inespal, S.L. in Spain.</p>

	<p>She is currently Alcoa Group's Global Sustainability Director and Chairman of the Alcoa Foundation. She is also an independent Director on the Board of Directors of Acerinox, S.A.</p>
IRENE HERNÁNDEZ ÁLVAREZ	<p>She has a degree in Economics and Business Administration from ICADE. She received a National Award For Excellence in Academic Performance, the Second National Economy Award and the VI Carlos Cubillo Valverde Award in 1988.</p> <p>She began her professional career at JP Morgan in Madrid and New York, between 1988 and 2001, where she was responsible for major fixed income and equity operations in national and international markets. She has developed an outstanding career in financial advisory services for family and investors businesses of all types. She is a founding partner of Impulsa Capital, a company dedicated to providing corporate financial advice, being a Registered Advisor to MAB.</p> <p>She is currently an Independent Director of Saint Croix Holding Immobilier SOCIMI, S.A. and an Independent Director of Elecnor, S.A.</p>
AMAIA GOROSTIZA TELLERÍA	<p>She has studied Business at the Institute of Business Studies of the Basque Country University. She began her professional career in Industrias Amaia Tellería, becoming Chief Financial and Administrative Officer and member of the Board of Directors. Also, in the financial field, she has been an Auditor and Director of the APD-Norte's Board and a member and Director of the Finance Committee of Elkargi (mutual guarantee society).</p> <p>She is a founding partner and Chairman of Geo Management, a company dedicated to business and investment advice, and Geo Ingerobotica, dedicated to engineering services and industrial automation.</p> <p>She is currently an Independent Director, a member of the Audit Committee and a member of Dominion's CSR Committee dedicated to technology and innovation solutions, an Independent Director of IMQ, dedicated to health services, and Chairman of the Board of Sociedad Deportiva EIBAR.</p>

Total number of Independent Directors	5
% total of the board	35.71%

OTHER EXTERNAL DIRECTORS

Name or company name of the Director	Reasons:	Company, Director or shareholder with which	Profile
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		the link is maintained:	
FERNANDO ABRIL-MARTORELL HERNÁNDEZ	Mr. Fernando Abril-Martorell maintains a minority shareholding in Foresta Capital, S.L., a company in which Mr. Juan Luis Arregui Ciarsolo, who controls 100% of RETOS OPERATIVOS XXI S.L., also participates indirectly. Additionally, he has been director for 12 years.	RETOS OPERATIVOS XXI, S.L.	He has developed his activity in various companies and financial entities. Since January 2015, he has held the position of Executive Chairman of Indra. Between 2011 and 2014, he was Managing Director of Grupo Prisa. Between 2005 and 2011, he was CEO of Credit Suisse in Spain and Portugal. He was Chief Executive Officer of the Telefónica Group from 2000 to 2003 and previously Chief Financial Officer from 1997 to 2000. He began his career at JP Morgan where he spent 10 years between 1987 and 1997 in the Madrid, New York and London offices. Currently he is executive chairman of Indra and director of Adevinta, S.A.
JAVIER ECHENIQUE LANDIRIBAR	Javier Echenique became an External Director due to the decrease of Alcor Holding's shareholding in the company's capital. When Alcor Holding S.A. transferred its shareholding, more than 12 consecutive years had elapsed as a Director. For this reason, he could not be considered independent.		<p>He holds a degree in Economics and Actuarial Science and has been a Director and CEO of Allianz-Ercos and CEO of Grupo BBVA. He has also been a member of the Board of Directors of Telefónica Móviles, S.A., Telefónica Móviles México, Sevillana Electricidad, S.A., Acesa, Hidroeléctrica del Cantábrico, Metrovacesa, Corporación Patricio Echevarría, Corporación IBV, Grupo BBVA Seguros, Uralita, Abertis Infraestructuras, S.A., Banco Guipuzcoano, S.A. (of which he was Chairman) and Celistics.</p> <p>He is currently Vice-Chairman of Banco Sabadell, and a Director of ACS Actividades de Construcción y Servicios, ACS Servicios, Comunicaciones y Energía and Telefónica, S.A. Telefonica Audiovisual Digital, S.L.U., Telefónica Móviles Mexico S.A. de C.V.</p> <p>He is also the representative on the Board of Telefónica for the Basque</p>

			Country, a consultant to Calcinor, S.A., a patron of the Fundación Novia Salcedo, a Director of the Deusto Business School, and a member of the McKinsey Advisory Council.
JOSE GUILLERMO ZUBIA GUINEA	He has been independent director for 12 years. For this reasons he has changed to other external director.		<p>He has a Law degree from the Complutense University of Madrid. He studied Economics at this University and Taxation at the Centre for Economic and Tax Studies. He has been an owner, consultant and advisor of several companies. He was secretary general of the Alavés Business Union (SEA) from 1979 to 1995. He was secretary general of the Confederation of Basque Entrepreneurs (Confebask) from October 1995 to March 2011.</p> <p>He has been a member of the Board of Directors and Governing Bodies of the main Socio-Economic Institutions of the Basque Country: among others the Society for Promotion and Industrial Reconversion, the Economic and Social Councils and Labour Relations. He has been a member of the Economic and Social Council of Spain and its Economic and Labor Relations Commissions. He has also been a member of the Permanent Commission of the Andalusian School of Economics and has participated in various courses and conferences at the Menéndez Pelayo International University, the summer courses at El Escorial and the summer university at the Basque Country University.</p>

Total number of other External Directors	3
% total of the board	21.43%

Indicate the variations that, if applicable, have occurred during the period in the category of each Director:

Name or company name of the Director	Date of change	Previous category	Current category
GUILLERMO ZUBÍA GUINEA	28/03/2019	Independent	Other external member

Observations
The reason of this variation of category is Mr. Zubía has been independent director for 12 years

C.1.4 Complete the following table with information regarding the number of female Directors at the end of the last 4 years, as well as the category of such Directors:

	Number of Directors				% of the total number of Directors of each category			
	Financial year 2019	Financial year 2018	Financial year 2017	Financial year 2016	Financial year 2019	Financial year 2018	Financial year 2017	Financial year 2016
Directors					0	0	0	0
Proprietary					0	0	0	0
Independent	4	2	1	1	80%	40%	20%	20%
Other external					0	0	0	0
Total:	4	1	1	1	28.57%	14.29%	7.69%	7.69%

C.1.5 Indicate whether the company has diversity policies in relation to the company's board of directors with respect to issues such as age, gender, disability, or professional training and experience. Small and medium-sized entities, according to the definition contained in the Law on Account Auditing, shall report, as a minimum, on the policy they have established regarding gender diversity.

Yes ☒

No ☐

Partial Policies ☐

If yes, describe these diversity policies, their objectives, the measures and how they have been implemented and their results during the financial year. The specific measures adopted by the Board of Directors and the Appointments and Remuneration Committee to achieve a balanced and diverse participation of Directors must also be indicated.

If the society does not apply a diversity policy, explain the reasons why it does not do so.

Description of policies, objectives, measures and how they have been implemented, as well as the results obtained

In relation to gender diversity, article 17.2 d) of the Board of Directors Regulations, the Appointments and Remuneration Committee establishes a representation target for the less-represented gender on the Board, draws up guidelines on how to achieve it and ensures that, if new vacancies are provided or when new Directors are appointed, the selection procedures are not subject to implicit biases that may imply gender-based discrimination.

In order to comply with the provisions of article 529 3b) of the LSC in relation to representation for women on the Board of Directors, the Appointments and Remuneration Committee agreed to establish the objective that in the year 2020 the number of female Directors shall represent 30% of the total of its members (in line with Good Governance Code recommendations), an objective which is included in Ence's Board Selection Policy.

In addition, the Policy for the Selection of Directors expressly incorporate the diversity aspects specifically mentioned in article 540.4.c) sub-section 6 of the LSC, including that "the Appointments and Remuneration Committee and the Board of Directors shall ensure that the procedures for the selection of the members of the Board and its committees favour diversity with respect to matters such as age, gender, disability or professional training and experience and do not suffer from implicit biases that may imply discrimination".

Ence's commitment to the objective of gender diversity became evident with the proposal and appointment of two new independent directors at the General Shareholders' Meeting held on 28 March 2019. To this end, the Company launched a specific selection procedure with the help of an external advisor. The evaluation of the candidates was carried out in accordance with the professional profile previously defined, which was subsequently subject to evaluation and a favourable report by the Appointments and Remuneration Committee. As a result of this appointments, in 2019 the representation of women on the Board rose to 29%.

C.1.6 Explain the measures that, if applicable, the appointments committee would have agreed to ensure that the selection procedures are not subject to implicit biases that hinder the selection of female Directors, and that the company deliberately seeks and includes women who meet the professional profile sought among the potential candidates and which enable a balanced participation of women and men:

Explanation of the measures

As indicated in Section C.1.5, the Appointments and Remuneration Committee has ensured that, when new vacancies are filled or when new Directors are appointed, the selection procedures do not suffer from implicit biases that may imply gender-based discrimination.

In this regard, in 2019, the appointment of two new female Independent Directors was proposed, for which a specific procedure was set in motion with the help of an external advisor who evaluated the candidates according to the professional profile sought, and which was evaluated by the Appointments and Remuneration Committee.

This commission submitted the two proposals for appointment to the Board of Directors for approval by the General Shareholders' Meeting.

In view of the foregoing, the Company shows its commitment to promoting the increase in the presence of female Directors on the Board of Directors, whose representation has risen to 29% of the Board in 2019.

If there are few or no female Directors, despite the measures that have been adopted, explain the reasons that justify it:

Explanation of the reasons
Not applicable

C.1.7 Explain the conclusions of the appointments committee regarding verification of compliance with the Director selection policy. And in particular, how this policy is promoting the target that the number of female Directors represents at least 30% of the total number of members of the Board of Directors by 2020.

The Appointments and Remuneration Committee has verified the degree of compliance with the current policy for the selection of Directors and has put it into practice, as described in previous sections C.1.5 and C.1.6.

Regarding the appointment of new female Directors, the Commission has reiterated its commitment to comply with the objectives set forth in sections C.1.5 and C.1.6 above, which effectively materialised during 2019 in the appointment of two new female independent directors in 2019, Ms. Irene Hernández Álvarez and Ms. Amaia Gorostiza Tellería.

As a result, the number of female directors in 2019 represents 29% of the members of the Board.

C.1.8 Explain, if applicable, the reasons why nominee Proprietary Directors have been nominated at the request of shareholders whose shareholding is less than 3% of the capital:

Shareholder name or company name	Justification
Not applicable	

Indicate whether formal requests for presence on the board have been responded to from shareholders whose shareholding is equal to or greater than that of others at whose request Proprietary Directors have been appointed. If so, explain the reasons why they were not responded to:

Yes ☐

No ☒

C.1.9 Indicate, if any, the powers delegated by the Board of Directors to Directors or Board Committees:

Name or company name of the Director or Committee	Brief description:
IGNACIO DE COLMENARES BRUNET	ALL POWERS, EXCEPT THOSE THAT CANNOT BE DELEGATED BY LAW, THE ARTICLES OF ASSOCIATION AND BOARD OF DIRECTORS REGULATIONS.
EXECUTIVE COMMITTEE	ALL POWERS, EXCEPT THOSE THAT CANNOT BE DELEGATED BY LAW, THE ARTICLES OF ASSOCIATION AND BOARD OF DIRECTORS REGULATIONS.

C.1.10 Identify, if applicable, the members of the board who assume representative, administrative or executive positions in other companies that are part of the listed company's group:

Name or company name of the Director	Corporate name of the group entity	Position	Does he/she have executive functions?
IGNACIO DE COLMENARES BRUNET	Maderas Aserradas del Litoral, S.A.	Chairman	YES
IGNACIO DE COLMENARES BRUNET	LAS PLEYADES, S.A.	Chairman	YES
IGNACIO DE COLMENARES BRUNET	LOMA SERRANA, S.A.	Chairman	YES
IGNACIO DE COLMENARES BRUNET	SIERRAS CALMAS, S.A.	Chairman	YES
IGNACIO DE COLMENARES BRUNET	LAS PLEYADES URUGUAY, S.A.	Chairman	YES
IGNACIO DE COLMENARES BRUNET	LIPTOFLO, S.A.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	Fuerzas Energéticas del Sur de Europa XXIX, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE SERVICIOS CORPORATIVOS, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA LA LOMA 2, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE SOLAR 2, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	CELULOSA ENERGÍA, S.A.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	CELULOSAS DE ASTURIAS, S.A.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA CASTILLA Y LEÓN DOS, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA CASTILLA Y LEÓN, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA ESTE, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA EXTREMADURA DOS, S.L.U.	Sole administrator representative	YES

IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA EXTREMADURA, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA HUELVA DOS, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA HUELVA, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA PAMI, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA PUERTOLLANO, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE ENERGÍA SOLAR, S.L.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	ENCE INVESTIGACIÓN Y DESARROLLO, S.A.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	IBERSILVA, S.A.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	SILVASUR AGROFORESTAL, S.A.U.	Sole administrator representative	YES
IGNACIO DE COLMENARES BRUNET	SOSTENIBILIDAD Y ECONOMÍA CIRCULAR, S.L.U.	Sole administrator representative	YES

C.1.11 Detail, if applicable, the Directors or representatives of Directors who are legal persons of your company, who are members of the Board of Directors or representatives of Directors who are legal persons of other entities listed on official stock changes other than your group that have been notified to the company:

Name or company name of the Director	Corporate name of the listed entity	Position
JUAN LUIS ARREGUI CIARSOLO	CARTERA INDUSTRIAL REA, S.A.	VICE-CHAIRMAN 1
FERNANDO ABRIL-MARTORELL HERNÁNDEZ	INDRA SISTEMAS, S.A.	CHAIRMAN
FERNANDO ABRIL-MARTORELL HERNÁNDEZ	ADEVINTA, S.A.	DIRECTOR
ISABEL TOCINO BISCAROLASAGA	ENAGAS, S.A.	DIRECTOR

TURINA 2000, S.L.	CARTERA INDUSTRIAL REA, S.A.	DIRECTOR
RETOS OPERATIVOS XXI, S.L.	CARTERA INDUSTRIAL REA, S.A.	DIRECTOR
JAVIER ECHENIQUE LANDIRIBAR	BANCO SABADELL, S.A.	VICE-CHAIRMAN
	ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.	DIRECTOR
	TELEFONICA, S.A.	VICE-CHAIRMAN
LA FUENTE SALADA, S.L.	PRIM, S.A.	DIRECTOR
	EBRO FOODS, S.A.	DIRECTOR
	COCA COLA EUROPEAN PARTNERS, Plc.	DIRECTOR
AMAIA GOROSTIZA TELLERÍA	DOMINION, S.A.	DIRECTOR
ROSA MARÍA GARCÍA PIÑEIRO	ACERINOX, S.A.	DIRECTOR
IRENE HERNÁNDEZ ÁLVAREZ	ELECNO, S.A.	DIRECTOR
	SAINT CROIX HOLDING IMMOBILIER SOCIMI, S.A.	DIRECTOR

Observations
The boards of Ebro Foods, S.L. and Coca-Cola European Partners refer to the individual representative of La Fuente Salada, S.L. on the Board of Ence, Mr. José Ignacio Comenge Sánchez-Real

C.1.12 Indicate and, if applicable, explain whether the company has rules on the maximum number of Boards of companies that its Directors can be a part of, identifying, if applicable, the regulating documents:

Yes ☒ No ☐

Explanation of the rules and identification of the regulating documents
<p>Article 37.2 of the Board of Directors Regulations establishes that the maximum number of other companies' Board of Directors of which the Company's Directors may form a part should not exceed 3 in the case of Executive Directors and 5 in the case of non-Executive Directors (except for family and property companies).</p> <p>Exceptionally and in view of concurrent personal and professional circumstances, the Board, after a favourable report from the Appointments and Remuneration Committee, may individually authorise exceeding the limit established in the previous paragraph when the dedication of the affected Director is not compromised.</p> <p>If this situation arises, this authorisation is reported in the Annual Corporate Governance Report.</p>

C.1.13 Indicate the amounts of the following items relating to the overall remuneration of the Board of Directors:

Remuneration accrued in the financial year in favour of the Board of Directors (thousands of euros)	4,534
Amount of the rights accrued by the current Directors on the matter of pensions (thousands of euros)	1,076

Amount of the rights accrued by former Directors on the matter of pensions (thousands of euros)	68
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Observations
The remuneration indicated includes the remuneration accrued by the Chief Executive Officer by virtue of his services contract, a complete breakdown of which is provided in the Company's Annual Report on the Remuneration of Directors for the financial year 2019. Under Article 42.3 of the Articles of Association, that remuneration for the performance of executive functions is compatible and separate from that received by the Directors in their capacity as such. The limit on the remuneration of the Directors in their capacity as such was set by the General Shareholders' Meeting of 22 March 2018 at €1,900,000 per year and the amount accrued in the financial year 2019 amounted to €1,466,230.

C.1.14 Identify the members of senior management who are not Executive Directors, and indicate the total remuneration accrued in their favour during the year:

Position/s	Name or company name
General Manager of Operations in Independent Energy Plants	Felipe Torroba Maestroni
General Manager of Pulp	Jordi Aguiló Jubierre
General Manager of Supply Chain	Alvaro Eza Bernaola
General Manager of Human Resources	María José Zueras Saludas
CFO and General Manager of Forestry	Alfredo Avello de la Peña
General Manager of Communication and Institutional Relations	Luis Carlos Martínez Martín
General Counsel and General Manager of Sustainability	Reyes Cerezo Rodríguez-Sedano
Commercial Manager	Modesto Saiz Suarez
Internal Auditing Director	Ángel J. Mosquera López-Leyton
General manager of Safety, Health and Environment	Faustino Martínez Rodríguez
Manager of Planning and Control Management	Fernando González Palacios

Total senior management remuneration (thousands of euros)	5,758
Observations	
In April 1, 2019 Mr. Faustino Martínez incorporated General Manager of Safety, Health and Environment. In September 24, 2019 Mr. Fernando González-Palacios, Manager of Planning and Control Management, incorporated to the management committee	

C.1.15 Indicate whether there has been any modification to the Board of Directors Regulations during the year:

Yes ☐

No ☒

C.1.16 Indicate the procedures for selecting, appointing, re-electing and removing Directors. Detail the competent bodies, the procedures to be followed and the criteria to be used in each of the procedures.

The internal regulatory framework in this regard includes the Articles of Association, the Board of Directors Regulations and the Board Selection Policy approved by the Board of Directors on 4 February 2016 and modified on 27 November 2018 to be adopted by Law 11/2018 of non-financial information and diversity.

The Directors are appointed and separated by the General Shareholders' Meeting (article 39.1 of the Articles of Association). The Board of Directors may fill vacancies that occur through the interim co-option procedure until the first General Shareholders' Meeting held (Article 40 of the Articles of Association).

In any case, the proposals for the appointment of Directors that the Board (or the Appointments and Remuneration Committee in the case of Independent Directors) submit to the General Shareholders' Meeting, and the appointment decisions adopted by the Board by virtue of the powers of co-option legally attributed to it, must be preceded by the corresponding Appointments and Remuneration Committee report. When the Board departs from the Appointments and Remuneration Committee's recommendations, it must state the reasons for its action and record the reasons in the minutes (Article 20.2 of the Board Regulations).

The Board of Directors and the Appointments and Remuneration Committee shall ensure that the candidates selected are persons of recognised solvency, competence and experience, imposing strict requirements in relation to those appointed to fill the positions of Independent Director (Article 21.1 of the Board of Directors Regulations).

The Appointments and Remuneration Committee may not propose or appoint persons to cover an Independent Director position whose situation or whose present or past relationship with the Company may impair their independence (Article 21.2 of the Board of Directors Regulations).

Pursuant to article 8.1 of the Board of Directors Regulations, the Board of Directors shall endeavour to ensure that external and non-Executive Directors represent a large majority of the Executive Directors on the board and that, in general, the different categories of Directors are adapted in their proportion and characteristics to the best corporate governance practices.

Article 8.2 of the Board of Directors Regulations establishes that, in order to establish a reasonable balance between Proprietary Directors and Independent Directors, the Board will consider the Company's ownership structure, so that the relationship between one and another type of Director reflects the relationship between stable capital and floating capital.

Pursuant to article 40 of the Articles of Association, a Director's term of office is 3 years and they may be re-elected one or more times for periods of equal duration.

Pursuant to article 22 of the Board of Directors Regulations, the proposals for re-election of Directors must be made in accordance with the provisions of their appointment.

Pursuant to the provisions of article 24.1 of the Board of Directors Regulations, the Directors shall cease to hold office when the period for which they were appointed has transpired and when the General Shareholders' Meeting or the Board of Directors decides on the use of the legal, articles of association or regulatory powers bestowed upon them.

In addition, the Board of Directors will not propose the removal of any Independent Director before the expiry of the statutory period for which they were appointed, unless there is just cause, as assessed by the Board following a report from the Appointments and Remuneration Committee (article 24.4 of the Board of Directors Regulations).

The removal of an Independent Director may also be proposed as a result of public offers for acquisition, mergers or other similar corporate transactions that entail a change in the capital structure of the Company, to the extent that it is necessary to establish a reasonable balance between the Proprietary Directors and Independent Directors based on the relationship between the Company's stable capital and floating capital (article 24.4 of the Board of Directors Regulations).

C.1.17 Explain the extent to which the annual evaluation of the Board has led to significant changes in its internal organisation and on the procedures applicable to its activities:

Description of changes
In accordance with the provisions of Article 17.2 l) of the Board of Directors Regulations, on 26 February 2020, the Board of Directors proceeded to evaluate its activity, without this evaluation having led to significant changes in its internal organisation or in the applicable procedures.

Describe the evaluation process made and the areas evaluated by the Board of Directors, assisted where appropriate by an external consultant, regarding the operation and composition of the Board and its committees and any other area or aspect that has been subject to evaluation.

Description of the evaluation process and areas evaluated
<p>By virtue of article 19 bis of the Board of Directors Regulations, the Board of Directors must evaluate once a year, and will adopt, where appropriate, an action plan that corrects the deficiencies detected with respect to:</p> <ul style="list-style-type: none"> a) The quality and efficiency of the Board of Directors operation. b) The performance and membership of its committees. c) The diversity of Board of Directors membership and competences. d) The performance of the Chairman of the Board of Directors and of the Managing Board Member taking into account, as the case may be, the evaluation made by the Coordinating Board Member or by the Appointments and Remuneration Committee. e) The performance and contribution of individual Directors, with particular attention to the Committees of the Board of Directors <p>The evaluation process was carried out on the basis of a questionnaire previously completed individually and anonymously by each of the Directors. The structure of the questionnaire covered all aspects referred to in this section regarding diversity in the composition and powers of the Board of Directors, the functioning and composition of its Committees, the performance of the Chairman of the Board of Directors, its Secretary and the CEO of the Company, as well as the remaining the Board members and the performance of the Chairman of the Committee.</p> <p>The results, once consolidated, have been reviewed by the Chairmen of the Board and the respective committees in order to draw up the conclusions of the evaluation and identify, if any, opportunities for improvement.</p>

C.1.18 Breakdown, of the years in which the evaluation has been assisted by an external consultant, of the business relations that the consultant or any company in his/her group maintains with the company or any company in his/her group.

In 2019, the evaluation has not been assisted by an external consultant.

C.1.19 Indicate the cases in which the Directors are obliged to resign.

Pursuant to article 24.3 of the Board of Directors Regulations, the Directors must offer their resignation to the Board and formalise, if deemed opportune, their resignation in the following cases:

- a) when they are affected by any of the applicable incompatibility or prohibition cases;
- b) when prosecuted or placed on trial for any of the offences indicated in Article 213 of the Capital Companies Act, which shall be reported in the Annual Corporate Governance Report, or when sanctioned as a result of disciplinary proceedings brought by the supervisory authorities owing to a severe or very severe infringement;
- c) when severely reprimanded by the Audit Committee for having infringed their obligations as Directors;
- d) where remaining on the Board could seriously jeopardise the interests of the company or when the reasons for which they were appointed disappear; or
- e) when, in the case of Proprietary Directors, the shareholder they represent or who proposed their appointment fully transfers their shareholding, or reduces their shareholding to a level that requires a proportional reduction in the number of their Proprietary Directors.

C.1.20 Are enhanced majorities, rather than legal ones, required in any kind of decision?:

Yes **X** No ☐

As applicable, describe the differences.

Description of the differences
In accordance with article 24.2 of the Board of Directors Regulations, for the re-election as Executive Director of those Directors who reach the age of 65, the favourable vote of at least two thirds of the Directors present or represented is required.

C.1.21 Explain if there are specific requirements, different from those relating to Directors, to be appointed Chairman of the Board of Directors.

Yes **X** No ☐

Description of requirements
In accordance with article 10.1 of the Board of Directors Regulations, the position of Chairman of the Board of Directors may fall to an Executive Director. In this case, their appointment will require the favourable vote of two thirds of the members of the Board.

C.1.22 Indicate whether the Articles of Association or the Board of Directors Regulations establish any limit on the age of the Directors:

Yes **X** No ☐

	Age limit
Chairman	Not applicable
The Managing Director.	Not applicable
Director	Not applicable

Observations
With regard to Executive Directors over the age of 65, the Board of Directors may approve their re-election on an annual basis by a majority of two thirds, until they reach the age of 70.

C.1.23 Indicate whether the Articles of Association or the Board of Directors Regulations establish a limited mandate or other stricter requirements in addition to those legally established for Independent Directors, different that established in the regulations:

Yes ☐

No ☒

C.1.24 Indicate whether the Articles of Association or the Board of Directors Regulations establish specific rules for the delegation of votes in the Board of Directors in favour of other Directors, the method of doing it and, in particular, the maximum number of delegations that a Director can hold, as well as if any limitations have been set regarding the categories in which it is possible to delegate, beyond the limitations imposed by law. As applicable, give a brief description of said rules.

In accordance with the provisions of the Articles of Association (article 46), the representation must be conferred in writing and specifically for each Board, each Director not being able to hold more than three representations, with the exception of the Chairman, who will not be subject to that limit, although he may not represent the majority of the Board.

The Board of Directors Regulations (article 19.1 paragraph 2) provide that Directors shall do everything possible to attend Board meetings and, when they cannot do so personally, they shall endeavour to ensure that the representation they confer on behalf of another member corresponds to another Director of the same group. In the case of a non-Executive Director, only a non-Executive Director may be granted representation. The representation will be conferred with the corresponding instructions depending on the specific matters that are expected to be discussed in the Board.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, as applicable, the times that the board has met without being attended by its Chairman. In the calculation, representations made with specific instructions will be considered to be attendance:

Number of board meetings	12
Number of board meetings without the Chairman's attendance	0

Indicate the number of meetings held by the coordinating director with the other directors, without the attendance or representation of any executive director:

Number of meetings	2
---------------------------	---

Indicate the number of meetings held during the year by the different board committees:

Number of meetings of the Appointments and Remuneration Committee	7
Number of meetings of the Sustainability Committee	6
Number of meetings of the Executive Committee	5
Number of meetings of the Audit Committee	7

C.1.26 Indicate the number of meetings held by the Board of Directors during the year and the data about the attendance of all of its members:

Number of meetings attended in person by at least 80% of the directors	12
---	----

% of attendance out of total votes during the year	96.42%
Number of meetings attended in person, or representations made with specific instructions, of all directors	12
% of votes cast with in-person attendance and representations made with specific instructions, out of the total votes during the fiscal year	100

Observations	
The breakdown of the data about the attendance of all of its members:	
Member	%attendance
Ignacio de Colmenares	100%
Juan Luis Arregui	100%
RETOS OPERATIVOS XXI (Oscar Arregui)	100%
TURINA 2000 (Gorka Arregui)	100%
LA FUENTE SALADA (Ignacio Comenge)	100%
Fernando Abril-Martorell	92%
Victor Urrutia	75%
Javier Echenique	92%
Carlos del Álamo	100%
Isabel Tocino	100%
Rosa García Piñeiro	100%
Irene Hernández	100%
Amaia Gorostiza	100%
José Guillermo Zubía	100%

C.1.27 Indicate if the individual and consolidated annual accounts that are presented to the board for formulation are certified beforehand:

Yes ☒ No ☐

Identify, if applicable, the person(s) who has/have certified the individual and consolidated annual accounts of the company, for their formulation by the board:

Name	Position
MR. IGNACIO DE COLMENARES BRUNET	CHAIRMAN and MANAGING DIRECTOR

C.1.28 Explain, if any, the mechanisms established by the Board of Directors to prevent the individual and consolidated accounts formulated by it from being presented at the General Shareholders' Meeting with provisos in the audit report.

In accordance with the provisions of article 16.2 and 43.1 of the Board of Directors Regulations, the Audit Committee is responsible for maintaining relations with the External Auditors in order to receive information on matters that may jeopardise their independence and any other matters related to the process of conducting the audit of accounts, as well as any other communications provided for in audit law and in the technical audit rules. Through its Chairman, the Audit Committee informs the Board of Directors of the content and agreements of the meetings of the Committee.

For their part, the Board of Directors Regulations (article 16.2 10)) entrusts the Audit Committee with the function of serving as a communication channel between the Board of Directors and the Auditors,

evaluating the results of each audit and the responses of the management team to its recommendations, mediating in the event of discrepancies between them, in relation to the principles and criteria applicable in the preparation of financial statements.

Likewise, the Board of Directors Regulations (article 43.4) provide that the Board of Directors will endeavour to finalise the accounts in such a way that there is no room for provisos on the part of the auditor. However, when the Board considers that it is required to defend its criterion, it will publicly explain the content and scope of the discrepancy and will also ask the auditor to give an account of its considerations in this regard.

C.1.29 Does the secretary of the board have the status of a Director?

Yes ☐

No ☒

If the secretary does not have the status of a Director, complete the following table:

Name or company name of the secretary	Representative
JOSÉ ANTONIO ESCALONA DE MOLINA	

C.1.30 Indicate the specific mechanisms established by the company to preserve the independence of the external auditors, as well as, if any, the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

In accordance with the provisions of article 16.2.6. of the Board of Directors Regulations, the Audit Committee is responsible for establishing appropriate relations with the Account Auditors in order to receive information on matters that may jeopardise their independence (in particular, so that the auditor's remuneration for its work does not compromise its quality or independence), for consideration by the Committee and any other matters related to the process of conducting the audit of accounts, as well as any other communications provided for in audit law and in the technical audit rules.

In any event, each year the Audit Committee shall receive from the auditors of accounts or audit companies the written confirmation of their independence from the company or companies related to them directly or indirectly, as well as information on additional services of any kind provided and the corresponding fees received from these companies by the aforementioned auditors of accounts or audit companies, or by the persons or entities linked to them in accordance with the provisions of the Account Auditing Act.

Likewise, the external auditor must hold one meeting a year with the plenary session of the Board of Directors to report on the work performed and the evolution of the accounting and risk situation of the Company.

In addition, according to article 16.2.7, each year the Audit Committee shall issue, prior to the issuance of the audit report, a report expressing an opinion on the independence of the auditors of accounts or audit companies.

On the other hand, article 16.2.10 provides that the Audit Committee should serve as a communication channel between the Board of Directors and the Auditors, evaluating the results of each audit and the responses of the management team to its recommendations, mediating in the event of discrepancies between them, in relation to the principles and criteria applicable in the preparation of financial statements.

The Committee will be responsible for supervising compliance with the audit contract, ensuring that the opinion on the annual accounts and the main contents of the audit report are drafted in a clear and precise manner (Article 16.2.12 of the Board of Directors Regulations).

Likewise, the Board shall refrain from contracting those audit firms whose fees, for all matters, are greater than ten percent of their total income during the last fiscal year (Article 43.2 of the Board of Directors Regulations). In addition, the Board of Directors will publicly report the overall fees paid to the auditing firm for services other than auditing (Article 43.3 of the Board of Directors Regulations).

C.1.31 Indicate whether the Company has changed its external auditor during the year. Where appropriate, identify the incoming and outgoing auditor:

Yes ☐ No **X**

C.1.32 Indicate whether the audit firm performs work for the company and/or its group other than the audit and, in that case, declare the amount of the fees received for such work and the percentage that it represents out of the fees invoiced to the company and/or its group:

Yes **X** No ☐

	Company	Companies of the Group	Total
Amount of work other than audit (thousands of euros)	1	5	6
Amount of non-audit work / Amount of audit work (%)	2.07	3.77	3.15

C.1.33 Indicate whether the audit report on the annual accounts of the previous year contains reservations or provisos. If so, indicate the reasons given to the shareholders at the General Meeting by the chairman of the audit committee to explain the content and scope of such reservations or provisos.

Yes ☐ No **X**

C.1.34 Indicate the number of years that the current audit firm has been conducting the audit of the individual and consolidated annual accounts of the company without interruption. Also, indicate the percentage representing the number of years audited by the current audit firm out of the total number of years in which the annual accounts have been audited:

	Individual	Consolidated
Number of uninterrupted fiscal years	9	9

	Individual	Consolidated
Number of fiscal years audited by the current audit firm / No. of fiscal years in which the company or company group has been audited (in %)	28.12	28.12

C.1.35 Indicate and, if applicable, describe, if there is a procedure enabling Directors to have the necessary information to prepare the meetings of administrative bodies with sufficient time:

Yes **X** No ☐

Describe the procedure
<p>In accordance with article 26 of the Board of Directors Regulations, the Director is vested with the broadest powers to be informed about any aspect of the company, to examine its books, records, documents and other background of corporate operations and to inspect all its facilities. The right to information extends to subsidiary companies, whether domestic or foreign.</p> <p>To avoid disturbing the ordinary management of the company, the exercise of the right to information will be channelled through the Chairman or the Secretary of the Board of Directors, who will deal with requests from the Director providing him with the information directly, offering him the appropriate interlocutors at the appropriate organisational level, deciding on the appropriate measures to allow him to carry out the necessary examinations and inspections in situ.</p> <p>In order to provide directors with the necessary information sufficiently in advance of the meetings of the Board and its Committees, the Company has made available to them a web platform on which they are provided with the documentation corresponding to the agenda items to be dealt with in the meetings, as well as other relevant information.</p>

C.1.36 Indicate and, if applicable, describe, whether the company has established rules that oblige Directors to report and, where appropriate, resign in those cases that could harm the credit and reputation of the company:

Yes **X** No ☐

Explain the rules
<p>The Directors must notify the Board, as soon as possible, of any event or situation that may be relevant to their performance as Directors of the Company, especially those circumstances that affect them and that may damage the credit and reputation of the company and, in particular, criminal cases in which they appear as accused (article 37.3 of the Board of Directors Regulations).</p> <p>Likewise, article 24.3 of the Board Regulations establishes that the Directors must tender their resignation to the Board of Directors and formalise, if deemed appropriate, the corresponding resignation, in the following cases among others:</p> <p>i) when prosecuted or placed on trial for any of the offences indicated in Article 213 of the Capital Companies Act, which shall be reported in the Annual Corporate Governance Report, or when sanctioned as a result of disciplinary proceedings brought by the supervisory authorities owing to a severe or very severe infringement (Article 24.3.b));</p> <p>ii) when severely reprimanded by the Audit Committee for having infringed their obligations as Directors (Article 24.3.c));</p> <p>iii) when remaining on the Board could seriously jeopardise the interests of the Company (Article 24.3.d))</p>

C.1.37 Indicate whether a member of the Board of Directors has informed the company that he/she has been prosecuted or placed on trial for one of the offences indicated in Article 213 of the Capital Companies Act:

Yes ☐ No **X**

C.1.38 Detail any relevant agreements signed by the company which come into force, are amended or are terminated in the event of a change in the control of the company as a result of a takeover bid, and the effects thereof.

Both the issuance of debentures on 24 November, 2017 for an amount of €50 million and the financing contract signed with various financial institutions within the framework of the aforementioned issuance for an amount of up to €170 million, extendable by an additional €100 million by agreement between the parties, include control change clauses regulating the possibility for bondholders to require the total redemption of the debentures, plus interest and other amounts accrued in accordance with the Issuance Documents, as well as the repayment of the financing drawn down.

In relation to the issue of bonds dated 23 February 2018, for an amount of €160 million, control change clauses are foreseen to regulate the option of the holders of bonds to request the redemption of their bonds from the issuer.

Finally, the €43 million bond issue of 8 November 2018 includes change of control clauses regulating the possibility for bondholders to require full redemption of the bonds, interest and other amounts accrued in accordance with the Issuance Documents.

C.1.39 Individually identify, when referring to directors, and in aggregate in other cases, and indicate, in detail, the agreements between the company and its Directors and administrators or employees which have compensation, guarantee or protection clauses for when said parties resign or are unfairly dismissed, or for when the contractual relationship comes to an end owing to a takeover bid or another type of transaction.

Number of beneficiaries	8
Type of beneficiary	Description of the Agreement:
<p>The Managing Director</p> <p>The Board may at any time revoke the powers delegated to the Director. This termination will entail the Director not being re-elected as a Board member when their appointment expires. In this case, the Director will have the right to (i) a minimum notice of three months or, as the case may be, to gross compensation equivalent to the fixed full remuneration according to the period of notice not complied with and (ii) to an indemnity of one whole annual fixed remuneration received at that moment, and the variable remuneration received the year immediately prior to termination.</p> <p>Any remuneration from long-term incentive plans is not included in this calculation. If the termination of the Director is a result of the commission of infractions against the law, contracts, articles of association or other applicable company regulations, the notice and indemnity payment mentioned above are also excluded.</p> <p>If, during the term of the Contract, a major shift in control of the Company occurs, as defined within the Contract, the Director may present their resignation, and is entitled to receive a sum equivalent to twice the Whole Annuity Fixed Remuneration being received at that time plus the Variable Remuneration received the two previous years.</p> <p>Compensation shall not be paid to the Managing Director until the company has checked that there have been no infringements or serious breaches resulting in verifiable harm to the company, which it shall do within three months of the dismissal.</p>	

Likewise, the Company has executed compensation clauses in case of unilateral termination by the Company with three managers and two employees. Additionally, there are contracts with two employees which sets a compensation clause in the event of a disciplinary dismissal that is declared or recognised as unfair by a final court judgment, or by an agreement reached through judicial or extrajudicial conciliation before the relevant authorities in each case.

Indicate whether, in addition to the cases provided for by law, these contracts must be notified to and/or approved by the bodies of the company or its group. If so, specify the procedures, foreseen cases and the nature of the bodies responsible for approving or communicating them:

	Board of Directors	General Shareholders' Meeting
Body that approves the clauses	YES	NO

	YES	NO
Is the General Shareholders' Meeting informed about the clauses?	X	

Observations
<p>The Board of Directors is responsible for authorising the contractual clauses relating to the Chief Executive Officer and the members of the Management Committee, without authorising the clauses of the other executives or employees.</p> <p>The General Shareholders' Meeting has been made aware of the contractual clauses related to the CEO and the other executives or employees through this report.</p>

C.2 Committees of the Board of Directors

C.2.1 Give details of all the committees of the Board of Directors, their members, and the proportion of Executive Directors, proprietary and Independent Directors and other external members that form them:

EXECUTIVE COMMITTEE

Name	Position	Category
IGNACIO DE COLMENARES BRUNET	CHAIRMAN	Executive
JUAN LUIS ARREGUI CIARSOLO	MEMBER	Proprietary
LA FUENTE SALADA, S.L.	MEMBER	Proprietary
RETOS OPERATIVOS XXI, S.L.	MEMBER	Proprietary
FERNANDO ABRIL-MARTORELL HERNÁNDEZ	MEMBER	Other external member
JAVIER ECHENIQUE LANDIRIBAR	MEMBER	Other external member

JOSÉ GUILLERMO ZUBÍA GUINEA	MEMBER	Other external member
IRENE HERNÁNDEZ ÁLVAREZ	MEMBER	Independent

% of Executive Directors	12.50%
% of Proprietary Directors	37.50%
% of Independent Directors	12.50%
% of other external members	37.50%

Explain the functions delegated or attributed to this committee other than those already described in section C.1.10, and describe the procedures and rules for its organisation and operation. For each of these functions, indicate their most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in law, in the articles of association or other corporate resolutions.

Pursuant to Article 50 of the Articles of Association, the Executive Committee shall be formed by a minimum of four Directors and a maximum of eight, including the Chairman. Within these limits, the number of members is determined by the Board of Directors based on the changing circumstances of the company, with the aim of ensuring that there is a reasonable balance between the different types of Director (Article 15.1 of the Board of Directors Regulation).

It reports its agreements to the Board at the next meeting, and all the Directors are provided with a copy of the minutes of Executive Committee sessions.

It has all the same powers as the Board of Directors except those which cannot be delegated under the law, the Articles of Association, or the Board of Directors Regulation.

During 2019, the Executive Committee held 5 meetings in which it analysed the documentation and information previously provided by the company and discussed issues of diverse nature, focusing fundamentally on the analysis and monitoring of financing alternatives and opportunities of development projects.

AUDIT COMMITTEE

Name	Position	Category
ISABEL TOCINO BISCAROLASAGA	CHAIRWOMAN	Independent
ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent
IRENE HERNÁNDEZ ÁLVAREZ	MEMBER	Independent
TURINA 2000, S.L.	MEMBER	Proprietary
JOSE GUILLERMO ZUBIA GUINEA	SECRETARY	Other External

% of Executive Directors	0%
% of Proprietary Directors	20%
% of Independent Directors	60%
% of other external members	20%

Explain the functions, including, where appropriate, those additional to those provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and operation. For each of these functions, indicate their most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the bylaws or other corporate resolutions.

Pursuant to Article 51 of the Articles of Association, the Audit Committee shall be formed by a minimum of three and a maximum of seven Directors. Its members shall be exclusively non-Executive Directors, the majority of whom shall be Independent Directors, and shall be appointed based on their knowledge and experience in accounting, auditing, or both (Article 16.1 of the Board of Directors Regulations).

The Audit Committee meets periodically as necessary, and at least four times a year.

Members of the executive team or company staff must attend the Committee sessions, collaborate and allow it to access the information they possess when required to do so, and shall have a voice but no voting rights.

The agreements adopted in each session of the Board are reported at the following session of the Board of Directors and a copy of the minutes of the Committee's sessions shall be made available to all the Directors.

Its duties, consisting mainly in ensuring financial transparency and that risks to the Company are assessed, are set out in Article 16 of the Board of Directors Regulation.

During 2019, its most important actions in the exercise of its functions in practice have been the update of the global and criminal map of risks, the review of the quarterly financial reports and of the annual accounts to be formulated by the Board of Directors, the revision of the Annual Audit Report 2019 and the Audit Plan 2020, review of the Annual Report of the Compliance Committee and the re-structuring of the Compliance Committee.

The Operating Report detailing the actions of the Audit Committee during the year has been made available to shareholders on the webpage.

Identify the Directors of the Audit Committee who have been appointed based on their knowledge and experience in accounting, auditing, or both, and give the date that the Chairman of this Committee was appointed to this post.

Names of directors with expertise	ISABEL TOCINO BISCAROLASAGA JOSE GUILLERMO ZUBIA GUINEA IRENE HERNÁNDEZ ÁLVAREZ
Date of appointment of the Chairwoman	29/03/2019

NOMINATION AND REMUNERATION COMMITTEE

Name	Position	Category
JOSE CARLOS DEL ÁLAMO JIMÉNEZ	CHAIRMAN	Independent
FERNANDO ABRIL-MARTORELL HERNÁNDEZ	MEMBER	Other external member
ISABEL TOCINO BISCAROLASAGA	MEMBER	Independent
TURINA 2000, S.L.	MEMBER	Proprietary
AMAIA GOROSTIZA TELLERÍA	SECRETARY	Independent

% of Executive Directors	0%
% of Proprietary Directors	20%
% of Independent Directors	60%
% of other external members	20%

Explain the functions, including, where appropriate, those additional to those provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and operation. For each of these functions, indicate their most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the bylaws or other corporate resolutions.

Pursuant to Article 17 of the Board of Directors Regulation, the Appointments and Remuneration Committee shall be formed by the number of non-Executive Directors decided by the Board of Directors, with a minimum of three members and a maximum of seven, the majority of which must be Independent Directors.

The Appointments and Remuneration Committee meets every time the Board or its Chairman requests the issue of a report or the adoption of proposals, and, in any case, whenever it is appropriate to ensure the proper performance of its functions, and at least 4 times a year. It always meets once a year to prepare the information regarding the remuneration of the Directors, which the Board of Directors must approve and include in their annual public documentation (Article 17.4 of the Board of Directors Regulation).

The agreements adopted in each session of the Board are reported at the following session of the Board of Directors and a copy of the minutes of the committee's sessions shall be made available to all the Directors.

Its duties, consisting mainly in assessing the competence of the members of the Board of Directors and of the senior management, proposing the appointment of independent directors and reporting on the appointments of the other directors and any changes in remuneration it deems appropriate for these two groups, as well as examining compliance with the company's corporate governance rules and Code of Conduct and making the necessary proposals for their improvement, are listed in Article 17 of the Regulations of the Board of Directors.

During 2019, its most important actions in the exercise of its functions in practice were the verification and application of the Directors' Selection Policy by the proposal and appointment of two new female independent directors, the proposal for the approval of the Long-Term Incentive Plan for 2019-2023 and the verification of the compliance of

the targets and conditions for the payment of the Long-Term Incentive Plan for 2016-2018, the setting of the annual variable remuneration for the senior management for 2018 and the targets linked to the variable remuneration for 2019, the development of the necessary acts for the succession of the Chairman of the Board and the review of the CEO's service contract, the proposal of appointment of the Lead Independent Director, the development of the annual assessment of the Board and its Committees, the review of the annual corporate governance report for 2018 and the revision of the half-year report on the corporate governance acts developed.

The Operating Report detailing the actions of the Nominating and Compensation Committee during the year has been made available to shareholders on the webpage.

SUSTAINABILITY COMMITTEE

Name	Position	Category
JOSÉ GUILLERMO ZUBÍA GUINEA	CHAIRMAN	Other external member
JOSE CARLOS DEL ÁLAMO JIMÉNEZ	MEMBER	Independent
ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent
JUAN LUIS ARREGUI CIARSOLO	MEMBER	Proprietary
VÍCTOR URRUTIA VALLEJO	MEMBER	Proprietary
TURINA 2000, S.L.	MEMBER	Proprietary

% of Executive Directors	0%
% of Proprietary Directors	50%
% of Independent Directors	33.33%
% of other external members	16.67%

Explain the functions assigned to this committee, and describe the procedures and rules for its organisation and operation. For each of these functions, indicate their most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the bylaws or other corporate resolutions.

The Sustainability Committee shall be made up of the number of directors determined by the Board of Directors, up to a maximum of seven members. The Chairman of the Board of Directors, provided he is not an executive, shall be an ex officio member of the Commission. The remaining members shall be elected from among the Company Directors, based on their experience and knowledge with regard to the responsibilities assigned to the Committee.

The Sustainability Committee meets as often as it deems necessary for the proper performance of its functions and at least four times a year. Anyone required to do so may attend the sessions of the Committee, and shall have a voice but no voting rights. The Committee reports its actions to the Board of Directors periodically and whenever it deems it appropriate to do so.

Without prejudice to other tasks that may be assigned to it by the Board of Directors, the main functions of the Sustainability Committee are as follows:

- Periodically review the corporate social responsibility policy and propose its updating to the Board of Directors, as well as monitor the company's corporate social responsibility strategy and practices and evaluate its degree of compliance,

reporting to the Board of Directors and reporting, prior to approval by the Board of Directors, on the annual corporate social responsibility report.

- Coordinating non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.
- To know and guide the company's environmental and safety policies and to promote the company's social action strategy and its plans for sponsorship and patronage.
- Knowing, reviewing and monitoring the company's initiatives and actions directly related to sustainability of the cellulose market and the production of renewable energy with biomass and, especially, with the availability of forestry and agricultural wood and fuel.
- To know, review and monitor the company's actions in relation to its forest heritage and, in particular, to promote the sustainable management of forest areas.

During 2019, its most important actions in the exercise of its functions in practice have been the definition of the contents of the report on the state of non-financial information and the selection of the verifying firm in accordance with the requirements of Law 11/2018, the approval of the sustainability objectives for 2019, the specification of the sustainability objectives included in the Long-Term Incentive Plan for 2019-2023, the report and proposal for the approval by the Board of the Diversity and Equal Opportunities Policy, the approval of the Sustainability Director Plan 2019-2023 and the calculation of the carbon footprint.

C.2.2 Complete the following table with information about the number of female Directors on the Board of Directors Committees at the end of the last four financial years:

	Number of female Directors							
	2019		2018		2017		2016	
Executive Committee	1	0.12%	0	0%	0	0%	0	0%
Audit Committee	3	60%	1	20%	1	20%	1	20%
Appointments and Remuneration Committee	2	40%	1	20%	0	0%	0	0%
Sustainability Committee	1	16.66%	1	16.66%	1	14.28%	1	14.28%

C.2.3 Indicate, where appropriate, the existence of regulations governing the committees of the Board, where they can be consulted, and any amendments thereto during the financial year. In addition, indicate whether an annual report has been prepared voluntarily on the activities of each committee.

EXECUTIVE OR DELEGATE COMMITTEE

The Executive Committee regulations are in both the Articles of Association and the Board of Directors Regulations.

Furthermore, the provisions of the Regulation on the functioning of the Board of Directors shall apply to the Executive Committee, insofar as is possible. There are no specific regulations for the Executive Committee.

The Articles of Association and the Board of Directors Regulations in force at any time can be accessed on the Company's website, at the address www.ence.es.

During the year, the regulation of this Commission was not modified.

AUDIT COMMITTEE

The Audit Committee regulations are in both the Articles of Association and the Board of Directors Regulations. Furthermore, the provisions of the Regulation on the functioning of the Board of Directors shall apply to the Audit Committee, insofar as is possible. There are no specific regulations for the Audit Committee.

The Board of Directors Regulations in force at any time can be accessed on the Company's website, at the address www.ence.es.

During the year, the regulation of this Commission was not modified.

The Audit Committee has prepared the performance report for the 2019 financial year, in accordance with the recommendations set out in Technical Guide 3/2017 of the CNMV on Audit Committees of Public-Interest Entities.

NOMINATION AND REMUNERATION COMMITTEE

The Appointments and Remuneration Committee regulations are in both the Articles of Association and the Board of Directors Regulations. There are no specific regulations for the Appointments and Remuneration Committee.

The Articles of Association and the Board of Directors Regulations in force at any time can be accessed on the Company's website, at the address www.ence.es.

During the year, the regulation of this Commission was not modified.

The Nominating and Compensation Committee has prepared the performance report for the 2019 financial year, in accordance with the recommendations set out in Technical Guide 1/2019 of the CNMV on nominating and compensation committees.

SUSTAINABILITY COMMITTEE

The regulation of the Sustainability Committee is found in the Board Regulations. There are no specific regulations for the Sustainability Committee.

The Board of Directors Regulations in force at any time can be accessed on the Company's website, at this address: www.ence.es.

During the year, the regulation of this Commission was not modified.

D RELATED TRANSACTIONS AND INTRA-GROUP TRANSACTIONS

D.1 Explain, where appropriate, the procedure and relevant authorities for approving transactions with related parties and intra-group transactions.

Pursuant to Article 16.2.16) of the Board of Directors Regulation, the Audit Committee is responsible for reporting transactions which involve or could involve conflicts of interest to the Board of Directors.

Subsequently, the Board of Directors shall approve (or not approve) the proposed transaction before it is effected (Article 33.2 of the Board of Directors Regulation).

D.2 Give details of any transactions of a significant amount or a relevant nature that were made between the company or entities of its group and the company's majority shareholders:

Not applicable

D.3 Give details of any transactions of a significant amount or a relevant nature that were made between the company or entities of its group and the company's administrators or executives:

Name or company name of administrators or executives	Name or company name of the related party	Relation	Nature of the transaction	Amount (thousands of Euros)
PEDRO BARATO TRIGUERO	ENCE ENERGÍA Y CELULOSA, S.A.	Mr. Barato was a Director of Ence in the category "other external" until 28 March 2019	Provision of services	33

D.4 Report any significant transactions made by the company with other entities belonging to the same group, whenever these are not eliminated in the process of preparing consolidated financial statements and are not part of the company's routine business.

In any case, report any intra-group transaction made with entities established in countries or territories considered to be tax havens:

Not applicable

D.5 Give details of any significant transactions between the company or entities in its group and other related parties that have not been disclosed under the foregoing headings.

Not applicable

D.6 Give details of the mechanisms established for detecting, determining and resolving potential conflicts of interest between the company and/or its group, and its Directors, executives or majority shareholders.

Article 44 of the Articles of Association entrusts the Board of Directors with defining, through the Board Regulation, the specific obligations of Directors arising from the duty of loyalty, and in particular from the duties to maintain the confidentiality of the Company's information to which they have access during the performance of their roles, and to not carry out activities which involve effective competition with those of the

Company. In addition, the Board of Directors Regulations shall focus in particular on conflicts of interest, and shall establish the appropriate procedures and guarantees for authorising or waiving them in accordance with the provisions of Articles 229 et seq. of the Capital Companies Act.

With regard to conflicts of interest, the Board of Directors Regulations (Article 33) establishes that board members must refrain from participating in deliberations and votes on agreements or decisions in which they or a related person have a direct or indirect conflict of interest. The above refraining obligation shall not extend to agreements or decisions which concern them in their capacity as Directors, such as their appointment or removal for positions in the administrative body or others of similar significance.

In any case, Directors must inform the Board of Directors of any direct or indirect conflict of interest which they or persons related to them may have with the Company. Conflicts of interest involving Company administrators shall also be reported in the Annual Corporate Governance Report and in the notes to the annual accounts.

A Director may not directly or indirectly make professional or commercial transactions with the company, unless he or she reports the situation of conflict of interest in advance and the Board approves the transaction following the issue of a report by the Audit Committee. Through the Audit Committee, the Board of Directors shall ensure that said transactions are made under market conditions and respect the principle of equal treatment of shareholders.

In turn, Article 40.2 of the Board of Directors Regulations establishes that in any case the approval by the Board of Directors of the transactions described in the previous paragraph is subject to a report issued previously by the Audit Committee, in which the transaction shall be assessed to establish whether it respects the principle of equal treatment of shareholders and is carried out under market conditions.

With regard to the non-competition clause, the Board Regulations (article 32) stipulates that directors must abstain from: a) carrying out transactions with the Company, except in the case of ordinary transactions, made under standard conditions for customers and of limited relevance; b) using the name of the Company or invoking its status as administrator to unduly influence the carrying out of private transactions; c) making use of corporate assets, including confidential information of the Company, for private purposes; d) taking advantage of the Company's business opportunities; e) obtaining advantages or remuneration from third parties other than the Company and its group associated with the performance of their duties, except in the case of mere courtesy; and f) developing activities on their own or on behalf of others that involve effective, current or potential competition with the Company or that, in any other way, place them in a permanent conflict with the interests of the Company. In the case of Directors who are legal persons, this obligation extends to the natural person representing the Director.

Board members who have obtained authorisation from the General Shareholders Meeting shall have the obligation to comply with the conditions and guarantees laid down in the General Shareholders Meeting agreement and, in any case, the obligation to refrain from (i) accessing information and (ii) participating in discussions and votes regarding agreements or decisions in which they or a related person have a direct or indirect conflict of interest, this refraining obligation excluding agreements or decisions which concern them in their capacity as board members, in accordance with the provisions of the article below and Articles 229 and 228 of the Capital Companies Act.

In any case, Directors must inform the Board of Directors of any direct or indirect conflict of interest which they or persons related to them may have with the Company.

Any conflicts of interest involving Directors shall be reported in the notes.

Lastly, in accordance with Article 23.3 of the Board of Directors Regulations, if, when informed by the Appointments and Remuneration Committee, the Board of Directors understands that interests of the Company would be put at risk, a Director who is ending their term or who for any other reason ceases to serve in the position, may not provide services to any other entity competing with the Company during the established time

period, which will never exceed two years. In such cases, the Director in question shall be entitled to a reasonable indemnity payment to offset any actual damages he/she may suffer as a result of said measure. This compensation shall be calculated within the limit referred to in Article 42.1 of the Articles of Association.

D.7 Is more than one of the Group's companies listed in Spain?

Yes ☐

No ☒



RISK MANAGEMENT AND CONTROL SYSTEMS

E.1 Explain the scope of the company's Risk Management and Control System, including the system for managing tax risks.

Ence's Risk Management and Control System (hereinafter "RMCS") is a process that is integrated into the organisation and focused on identifying, assessing, prioritising, responding to and following up on situations that pose a threat to the company's activities and objectives. This process involves the participation of different areas of the company with specific responsibilities that cover all its phases.

ENCE's Risk Management and Control System is defined and regulated in the Risk Management and Control Policy and in the Risk Management Procedure, which have been approved by the company's Board of Directors. Said Risk Management and Control System is periodically revised to include best practices in this area.

The RMCS encompasses ENCE and the companies within its group as defined under Spanish law, as well as all its business lines (pulp, energy and forestry) and the activities of its corporate and ancillary spheres. The RMCS specifies all risk factors that have been identified for the different objectives of the organisation. The risks, like the objectives, are categorised as relating to strategy, operations, financial reporting and regulatory compliance, as well as by origin (internal or external).

Furthermore, the RMCS establishes the following types of risks, according to their nature: environment risks, risks relating to information in decision-making, financial risks, organisational risks, operational risks, criminal risks, tax risk factors and reputational risks.

The Risk Record and the Risk Map are the formats used for the periodic report on the main risks identified and assessed in the different business, corporate and ancillary units, in accordance with the requirements established in the Risk Management and Control Policy and Procedure.

Every year, Ence identifies and assesses new risks, monitors the development of risks that have been identified in previous years and determines whether any risks have ceased to exist or have emerged during the period. In addition, it updates the information relating to the controls and action plans associated with identified risks.

The Audit Committee periodically monitors the fiscal risks facing the company in order to help the Board of Directors establish the fiscal risk management and control policy. To this end, Ence has a team of advisors and experts, as well as specific resources available in the company, who have set out internal guidelines for fiscal compliance and low risk appetite in this area.

Ence has a Risk Management System for the prevention and detection of offences. It includes numerous measures and controls designed to prevent or reduce as much as possible the risk of a criminal act being committed, and to ensure that the company's employees, executives and administrators act in accordance with the law at all times as they perform their professional activities. The aforementioned Criminal Risk Management System has been certified by AENOR in accordance with the requirements of the UNE standard 19601:2017.

With the aim of being able to comprehensively supervise and monitor all the Company's activities, a Criminal Risk Map has been prepared, identifying all the activities that present opportunities for criminal acts and therefore criminal liability risks for Ence.

In addition to covering offences that could result in criminal liability for Ence, other offences have been included in the criminal risk map. Whilst these do not imply criminal liability for the legal person, committing them could lead to legal consequences for the company as outlined in Article 129 of the Criminal Code.

E.2 Identify which company bodies are responsible for the preparation and execution for the Risk Management and Control System, including the fiscal system.

BOARD OF DIRECTORS

The Company's ultimate decision-making body, with the exception of matters reserved for the jurisdiction of the General Shareholder's Meeting.

The policy adopted by Ence's Board of Directors is to delegate company management in order to concentrate on its supervisory role, but cannot delegate non-delegable powers in accordance with the provisions of the Capital Companies Act (article 5.3 of the Board of Directors Regulations).

AUDIT COMMITTEE

The Audit Committee assists the Board of Directors with its monitoring and control functions by supervising the efficiency of the Company's internal control, internal auditing and the process of preparation and presentation of financial information (article 51 of Articles of Association 16.3, 16.4 and 16.5 of the Board of Directors Regulation).

Furthermore, article 16.2.11 of the Board of Directors Regulations empowers the Audit Committee to *"supervise the efficiency of the Company's internal control and the risk management system, including internal systems for the control of financial information, environmental aspects, safety, audit and prevention of occupational risks; supervise the appointment and replacement of management; and liaise with account auditors or audit companies regarding any weaknesses detected in the internal control systems, during the course of the audit."*

COMPLIANCE COMMITTEE

Ence has a Compliance Committee which reports to the Audit Committee and the Board of Directors, with autonomous powers and control over all areas of the Company that should act as the main control for prevention, supervision and revision. Their duties are established in the procedure regulating the Compliance Committee, and include:

- Promote knowledge, application, dissemination and compliance with Ence's Code of Conduct, promoting training and dissemination actions.
- Promote the approval and implementation of rules and procedures necessary for the development and compliance with Ence's Code of Conduct.
- Receive information on communications sent through Ence's complaints channel.
- Based on the report of the complaint drawn up by the Internal Audit Director, issue its conclusions and actions to be carried out.
- Define and update Ence's Criminal Risk Map, which identifies those company activities which have scope for possible offences, and that should be prevented.
- Supervise, control and assess the operation of the Model for the Prevention and Detection of Offences, in coordination with those directly responsible for the controls, as established by the company for offence prevention.
- Identify control weaknesses or areas for improvement, promote action plans for rectification and update or modify the measures and controls that form part of Ence's Model for the Protection and Detection of Offences.

- Communicate or promote the effective disclosure to all Ence personnel of the controls foreseen in the applicable Model for the Prevention and Detection of Crimes, as well as its eventual modifications or updates.
- Promote training plans on the Model for the Prevention and Detection of Crimes.
- Advise Ence's Management in the taking of decisions that could imply a possible criminal responsibility of the legal person.
- Manage a repository of documentary evidence accrediting the effective exercise of continuous control and supervision of the Crime Prevention Model, maintaining an updated register of the controls that form part of said Model, of the reports drawn up by internal or external auditors that may have a relation with the functioning of the Model, of files on its breaches produced at Ence, as well as the measures adopted for its correction.
- Periodically inform Ence's Audit Committee of the assessment results in relation to the Model for the Prevention and Detection of Offences.
- Supervise compliance with all regulations related to the protection of personal data.

INTERNAL AUDIT DEPARTMENT

Ence has an internal audit function, reporting to the Board of Director's Audit Committee, and which has the following responsibilities:

- ✓ Develop the group's risk management procedures and criteria and present them, via the Audit Committee, to the Board of Directors for their approval.
- ✓ Ensure that risk management procedures and criteria that have been approved by the Board of Directors are correctly implemented.
- ✓ Provide support and guidance for risk managers in all areas related to risk management.
- ✓ Advise the Audit Committee of any identified risks, as well as the proposed action plans and proposals made by the risk manager.
- ✓ Develop and periodically update the risk map based on those previously approved.
- ✓ Inform the Board of Directors, via the Audit Committee, about risks that have emerged, underlining the circumstances that caused them and if the established control systems have worked.
- ✓ Periodically monitor the extent to which approved action plans are implemented.
- ✓ Periodically inform the Audit Committee of the emergence of new risks, the evolution of those identified, the extent to which action plans are being implemented and the general operation of the risk management system.

RISK MANAGERS

Directors and managers of the different business areas and corporate functions are responsible for the different risks, performing, among other things, the following duties:

- ✓ Use the approved risk management procedures and criteria, in particular:
 - Identify situations of risk that effect the fulfilment of objectives within their area of responsibility.
 - Assess identified risks according to the methodology available.
 - Inform of these risks by taking part in the established risk reporting process for this purpose and by using the tools made available for them.
- ✓ Follow the directives outlined at every step with reference to risk management.
- ✓ Inform the internal auditor of the risks identified, the proposed action plan, as well as the level of progress of their implementation.

E.3 Indicate the main risks, including fiscal risks and, to relevant extents, those risks deriving from corruption (the latter being understood within the scope of Royal Decree-Law 18/2017), which may affect the achievement of the business objectives.

Objective of improving and optimising production capacity.

ENCE produces eucalyptus cellulose paste in its factories in Navia (Asturias) and Pontevedra, which uses the most environmentally-friendly technology and adopts continual improvement processes to strengthen competitiveness and the quality of their products. Nevertheless, the age of some of the equipment could affect their correct operation, their efficiency and lifespan.

Objective of strengthening our position in European cellulose: develop new products:

ENCE is creating its own brand on an international scale with the aim of differentiating its production from that of its competitors. This objective could come under threat if Ence were unable to produce the products that its clients demand, or were not able to obtain a sufficient amount of certified wood that meets the standards generally accepted in the global paste market, primarily those set by the *Forest Stewardship Council* (FSC).

Objective of optimising operating costs.

Ence has established operational efficiency as a priority, by optimising production throughout the entire value chain. This objective could come under threat due to the rising costs of raw material, consumables (chemicals, fuel, gas) other industrial supplies and parts, logistics and transport, salary costs, strikes or a drop in productivity.

Minimise the impact of our operations on the environment: The cellulose business is carried out in industrial facilities, involving a continuous process which poses risks inherent in all industrial activity. Complying with current legislation is a priority for Ence, as well as reducing to any risks that could potentially harm the company's natural, environmental or social context to a minimum.

Business continuity objectives

The extension of the land concession for the Pontevedra factory was granted for a period of 50 years with 10 additional years, the latter additional 10-year period depending on the implementation of certain energy efficiency, water conservation and environmental quality investments, that have been offered by Ence. Failure to comply with the conditions of the commitments reflected in the ministerial decree from 26 January, 2016, based on which the concession was granted, could mean the loss of the said additional period.

Financial discipline objectives

The businesses carried out by Ence is conducted in complex economic environments that require disciplined financial measures, in order to maintain financing capacity at reasonable levels, that could be effected by the following risks:

- a) **VOLATILITY IN THE PRICE OF PASTE** The product price on the global market is inherently volatile, influenced by variables such as worldwide production or global demand for the product. The price of paste significantly impacts Ence's revenues and profits. A significant drop in the price of paste could have a corresponding negative effect on revenues, on cash flow or on profit.
- b) **EXCHANGE RATE VOLATILITY** The price of paste is set in dollars (USD) and Ence's costs in euros (€), meaning that business revenue on paste sales are influenced by the euro/dollar exchange rate. Possible variations in the said exchange rate can have negative effects on company profits.
- c) **COMMERCIAL CREDIT RISK - CELLULOSE** There is a risk associated with collection of commercial loans to clients.
- d) **LIQUIDITY AND CAPITAL RISKS** Exposure to adverse debt or equity market situations could hinder or impede the ability to cover the financial needs required for the proper development of the Group's activities and its Strategic Plan 2019-2023.

Objective of guaranteeing occupational quality, health and safety.

The objective of continual improvement in the safety of our facilities and occupational health and work centres may be threatened by the risks inherent in the company's industrial and forestry activities. Ence has specific prevention regulations in this area, but they do not entirely eliminate the risks.

Regulatory compliance objectives

The BREF regulation (Best Available Techniques Reference Documents) came into force in 2017, and is expected to be fully adapted by 2020. BREF values are more restrictive than previous values in terms of production and emissions, taking into account the type of process, geographical location and local environmental conditions, which will generate the need for investments and new systems of environmental control and improvement.

On the other hand, Ence has a Risk Management System for the Offence Prevention and Detection. This includes measures and controls designed to prevent or mitigate the risk of any criminal act committed within our organisation, and guarantee the legality of actions carried out by Company employees, Directors and administrators in the course of their professional activities, at all times.

Fiscal risk control objectives:

It is a high priority for Ence to ensure that all activities and operations develop in compliance with the applicable taxation legislation. The Audit Committee monitors the fiscal risks that the company faces in order to help the Board establish the fiscal risk management and control policy.

It is possible that the state, autonomous and/or local tax administration may undertake new modifications to tax regulations that could affect ENCE and directly impact company profits, such as modifications or reforms in company tax, income tax, etc.

Ence has a department specialised in taxation and field-specific advice, with the aim of establishing internal guidelines for tax compliance and a zero risk appetite.

E.4 Identify if the organisation has risk tolerance levels, including fiscal risk.

According to the Risk Management and Control Policy Ence has implanted a methodology to assign specific tolerance levels for the risks identified. Its risk tolerance depends on the assurance that the benefits and potential risk are completely acknowledged prior to decision-making, establishing, when appropriate, reasonable measure to manage this type of situations

From the relation risk-return ENCE analyses each situation. In this analysis factors like strategy, stakeholders expectations, the applicable law, the surroundings and relations with thirds are taken into account.

1. ENCE takes a null risk tolerance for the situation related to safety and health of employees and partners, being a priority.
2. ENCE has the view of decreasing to the minimum its exposure to the situations related to the compliance of the regulations affecting to the company, especially when referred to its impact on the environment and surroundings, as well as its reputation and continuity of the business.
3. ENCE has a team of external counsels and internal specialized personnel in fiscal compliance and null risk tolerance in this matter.
4. ENCE has a moderate risk tolerance for situations related to investigation, development and innovation of products, for providing clients with solutions for their needs and be a referent in the Pulp market.
5. Likewise, aware of the current difficulties regarding the economic environment where operates, ENCE is engaged with a financial discipline which allows to maintain the control over the total debt and have enough liquidity for doing the payments and priority investments. In this sense, it takes a low tolerance for speculative financial transactions.
6. However, a great volume of ENCE's transaction are associated to the Exchange rate between American Dólar (\$) and Euro (€). ENCE, aware of the economic environment and the Exchange rate evolution of both currencies, takes a low tolerance level though a strict management according to the guidelines set by the Executive Committee, the Board of Directors and, when appropriate, the Financial Management.

E.5 Indicate which risks, including fiscal risks, have materialised during the period.

The following risks have materialised during the 2019 financial year:

- a) **PULP PRICE VOLATILITY** The price of paste is established in an active market whose development significantly affects Ence's revenue and profits. Global paste prices have been volatile during 2019, causing variations in the Company's profits.
- b) **EXCHANGE RATE VOLATILITY** The euro to dollar exchange rate proved to be extremely volatile in 2019. Ence has periodically monitored the foreign exchange market with a view to contracting hedge funds or futures to mitigate impacts, if necessary.
- c) **PONTEVEDRA FACTORY CONCESSION**. In light of its expiration in July 2018 - the timeframe stipulated in the Coastal Law 1988 having run its course - the Company began a process to extend the administrative concession on 8 November 2013 for the occupation of public shoreline fringe upon which the Pontevedra plant is based.

This process was reactivated after the termination of the expiration case mentioned in the previous paragraph, and which has also been concluded with a resolution, served on 25 January 2016, by which the Company was granted the extension of the concession.

That concession was granted for a period of 60 years, from the day the request was made. The additional term granted above the 50 years initially intended as maximum for this type of concessions, is related to a series of investments with a total value of 61 million euros, which are scheduled in the Company's Strategic Plan.

The said resolution, similar to the one that terminates the concession expiry expedient, has been disputed before the National High Court in 2016 by the Pontevedra Town Council, the Ria Defence Association and Greenpeace Spain. In March 8, 2019 the Ministerio de Transición Ecológica (before MAGRAMA), decided to give up its position within the prior proceedings. This is, the Spanish Government requested the demand estimate despite having assured along all the proceedings that Resolution of 20/01/2016 is adjusted to Law. ENCE has strongly opposed to the decision of the Ministry.

Currently, the proceedings filed by Greenpeace and APDR are pending of Judgement. Regarding the proceeding initiated by the Pontevedra Town Council, in January 29, 2020 the National High Court concluding the proceedings pending the date for judgement. The Spanish Government has appealed this decision based on the lack of notice and has requested a period for filing conclusions.

- d) **OPTIMIZING CASH COST**

Within the volatility context of ENCE's business and taking into account the macroeconomic environment, the Company has set as a priority to improve the efficiency of its operations, through the optimizing of operational cost. In this respect, the cost increase linked to raw materials such as wood, chemical products, fuel, gas, industrial supplies, shipping, strikes, cost linked to sectorial and environmental regulations as well as the technological improvement of the competitors are risk factors that Ence has dealt with in 2019.

- e) **ADAPTATION OF POWER PLANTS TO NEW FUELS**: As a result of the change in the supply plan to new types of agroforestry fuels from the power generation plants and their use in these production facilities, inefficiencies have arisen in the operation of these plants, directly affecting the results and objectives established for 2019.

E.6 Explain the response and monitoring plans for the entity's main risks, including fiscal risks, as well as the procedures followed by the company to ensure that the board of directors responds to new challenges

Objective of developing new products:

The adopted response is the improvement of the relationship with clients, the understanding of their needs, the improvement of the productive processes and the reinforcement of the commercial team. The availability risk of FSC certified wood is reduced by strengthening owner and supplier management and relations with the FSC.

European market presence and positioning has been strengthened, designing actions to increase the number of clients and new specialisations, reducing the impact of potential risks.

Objective of optimising operating costs.

The adopted response is to identify the most competitive goods and services, improve our negotiation capacity and expand the pool of suppliers. Insufficient supply of timber around factories is managed through better commercial planning and logistics as well as increased market presence through standing trees purchase, increased number of cutting equipment and increased operating capacity, contingency plans and minimum stocks to ensure operations.

- Strikes: in anticipation of strikes by third parties that may affect the Company, there are communication and joint management policies with suppliers to anticipate these situations and seek alternatives.
- Cost associated with specific regulations: the adopted response is to reduce the risk through continuous relations with the main interest groups, mainly administrations, and participation in associations.
- Technological advance of the competition: technological innovations are continuously monitored and their suitability is analysed with a view to their possible adoption by Ence. Work is also being done on the continuous improvement of production processes.

-Minimise the impact of our operations on the environment:

Ongoing improvements and investments are made in facilities to reduce the risk of environmental impact, pursuant to the regulatory requirements of our Integrated Environmental Permits.

Business continuity:

- Natural catastrophes and disasters: the response adopted consists of risk prevention and minimising the impacts that unfold: training, assurance, preventive inspection measures, activity surveillance and control, and an integrated vision to combat the main pests that threaten biological assets.
- Extension of the concession of the Pontevedra factory: legal defense against appeals against the concession.

Objective of financial discipline

- Pulp price volatility: Ence has a Global Risk Committee to mitigate this risk, which periodically monitors the development of the paste market. The Committee maintains permanent contact with financial institutions in order to contract, if necessary and the prices are adequate, the pertinent financial and/or future hedges to mitigate the impacts derived from the volatility of the price of paste.
- Exchange rate volatility: there is continuous monitoring of the foreign exchange market and of the evolution of the dollar and euro exchange rates, in order to contract, where appropriate, financial and/or future hedges.
- Interest rate volatility: the most important financial operations are linked to fixed interest rates. Hedge are contracted for operations with variable interest rates.
- Commercial credit risk: cellulose: this is mitigated by assuring practically all of the sales and financial credit risk, by dealing with counterparts with excellent credit ratings and establishing contracting limits with periodic reviews.

- Liquidity and capital risk: this is mitigated by the General Finance Directorate, elaborating a Financial Plan that encompasses all financing needs and the manner in which they are to be covered. In addition, policies have been put in place to establish the maximum capital to be committed on promotional projects, prior to obtaining the associated long-term finance.

Objective of guaranteeing occupational quality, health and safety.

Plans for occupational hazard prevention are in place, based on training and maintaining integrated management systems and obtaining ISO, OSHAS and FSC certificates. The development of a project to improve safety and costs through the *Overall Equipment Effectiveness* (OEE) is envisaged.

-Regulatory compliance objective

Response to this risk is channelled by actively participating in decision-making forums about regulations relating to the new application (BREF) and in defining the investments that are the most important, in order to adapt to new future regulations.

On the other hand, Ence has implemented a Risk Management System for the Offence Prevention and Detection, certified by AENOR pursuant to UNE 19601:2017. This includes numerous measures and controls that are designed to prevent or mitigate, as much as possible, any criminal act committed within our organisation, and guarantee the legality of actions carried out by Company employees or Directors in the course of their professional activities, at all times. During 2019, Ence developed and implemented internal policies and procedures to reduce its exposure to specific offences.

-Fiscal risk control objectives

The Audit Committee periodically monitors all risks, especially the fiscal risks of the company, in order to assist the Board in their task of determining the management policy and control of fiscal risk.

Ence also has a team of advisors and experts, combined with the availability of the company's dedicated resources, that have established internal fiscal compliance guidelines and lowered the risk assumed in this area. Nevertheless, as these risks come from outside the company and whose field of activity are unlikely to effect Ence significantly, the main developments are monitored in detail in order to adjust accordingly, as they arise.

On July 24, 2018, the Board of Directors approved the Fiscal Policy, which reflects the principles of the Code of Good Tax Practices, with the objective of supporting ENCE's long-term business strategy by avoiding fiscal risks and inefficiencies in the execution of business decisions.

F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS IN RELATION TO THE FINANCIAL REPORTING PROCESS (SCIIF)

Describe the mechanisms that comprise the internal risk management and control systems with the financial reporting process (SCIIF) of your organisation.

F.1 The entity's control environment

Report, indicating their main characteristics, at least:

F.1.1. Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective SCIIF; (ii) its implementation; and (iii) its supervision.

Article 14.1 of Ence's Board of Directors Regulations foresees the creation of an Audit Committee by the Board of Directors, whose roles and operation are listed in article 16 of the Company's aforementioned Board of Directors Regulations.

The Audit Committee assumes the following duties in relation to the internal information and control systems:

1. Propose to the Board of Directors, for submission to the General Shareholders' Meeting, the appointment, contracting conditions, the scope of the professional mandate, the reelection and, as the case may be, the termination or non-renewal of account auditors or auditing companies.
2. Supervise the Company's internal audit based on the annual internal audit plan presented by the person responsible for this area every financial year; on the information supplied about incidences that have arisen during the period; and on the activities that the person responsible for the internal audit submits for the Committee's consideration at the end of every financial year.
3. Ensure the independence and efficiency of the internal audit's functions, propose the selection, appointment, reelection and removal of the person responsible, propose a budget, examine the information that this system periodically generates about its activities, check that senior management have taken note of the reports' conclusions and recommendations and approve its guidance and work plans, ensuring that its activity is concerned mainly with the risks that are relevant to the Company.
4. Supervise the development and preparation process of regulated financial information.
5. Review the Company accounts, monitor compliance with legal requirements, the correct application of generally accepted accounting principles and the scope of the consolidation perimeter, as well as inform of proposals to modify the accounting principles and criteria suggested by management.
6. Supervise the efficiency of the Company's internal control and risk management systems including internal systems controlling financial information, environmental aspects, safety, audit and prevention of occupational risks; supervise the appointment and replacement of management; and liaise with account auditors or audit companies regarding any weaknesses detected in the internal control systems, during the course of the audit.
7. Provide advance warning about the Board's adoption of the corresponding agreement regarding the prospectus and the periodical financial information that the Company must provide to the markets and supervisory bodies.
8. Establish and supervise a mechanism which enables employees to communicate confidentially, and if deemed appropriate, anonymously, any potentially important irregularities, especially financial and accounting issues, that are of concern to the heart of the company.
9. Examine the Company's compliance of government rules and make the necessary proposals for improvement. In particular, it is the Audit Committee's responsibility to receive information and, when applicable, issue reports on disciplinary measures for members of the Company's Board of Directors.

Ence's Corporate Finance Department is responsible for defining the Internal Control System in relation to Financial Information (SCIIF). In this context, it establishes and communicates the policies, directives and procedures related to the preparation of this information, to ensure the quality and reliability of the financial information generated.

In addition, the Internal Audit Department's functions include assuring the Audit Committee that the significant business risks are identified and managed effectively, and that adequate supervision of the internal control system of financial information is in place.

F.1.2. Should they exist, particularly in relation to the preparation process of financial information, the following elements:

- Departments and/or mechanisms responsible for: (i) to design and review of the organisational structure; (ii) to clearly define lines of responsibility and authority, with an appropriate distribution of tasks and authority; and (iii) that sufficient procedures are in place for properly communicating this within the organisation.

The design and review of the organisational structure, as well as the lines of responsibility, are the responsibility of the Appointments and Remuneration Committee and the Board of Directors. The said Committee, via the Managing Director, determines the tasks and functions within senior management, guaranteeing an adequate communication system between the different areas and an appropriate segregation of functions.

- Code of conduct, approving body, level of dissemination and education, the included principles and values (indicating whether there are specific mentions of the registration of

operations and preparation of financial information), the body responsible for analysing non-compliance and for proposing corrective measures and penalties.

Ence has a Code of Conduct, approved by the Board of Directors and which applies to all Company employees, Directors and administrative staff, third parties who act on behalf of Ence (contract workers or sub-contracted companies, agents and intermediaries, etc.) and any other person that is included within the scope of the Code of Conduct, by decision of the President of Ence's Board of Directors or Managing Director, in view of the circumstances in each individual case.

The Code in question contains a statement of the group's ethical values, as well as the minimal behavioural standards that should be observed by all people within its scope, in the way that they behave in the course of their professional activity. The said Code of Conduct includes a specific paragraph that considers the basic behavioural principles in relation to transparency and integrity with financial information; reliability of financial information and control of operating records, preparation of financial and accountancy reports, market information, contracting privileged information, as well as dealing with classified and confidential information.

Ence also has a disciplinary procedure approved by the Board of Directors, as a means through which violation of the group's procedures and implemented internal regulations will be penalised.

Throughout 2019, the Human Resources Department have continued to run training sessions on the Code of Conduct, targeted to all of the group's employees.

Likewise, Ence has an Internal Conduct Regulation for the Stock Market, (hereafter the "ICR"), approved by the Company's Board of Directors, which adapt to the new regime established in Regulation (EU) No. 596/2014 of 16 April 2014 regarding market abuse. The said ICR responds equally to the requirements of Spanish legislation and develops aspects such as: regulations for conduct in relation to the execution of operations on stocks and financial instruments issued by the group, treatment of privileged information, communication of relevant information, transactions on treasury shares, prohibition of price manipulation, among others.

- A whistle-blowing channel, that allows for the communication of financial or accounting irregularities to the Audit Committee, as well as possible non-compliances of the Code of Conduct and irregular activities in the organisation, informing in a confidential nature whenever applicable.

Ence has a communication, or whistleblower channel, which enables the communication of financial or accounting irregularities, events or unlawful acts, disobedience of the Code of Conduct and Ence's procedures and internal regulations. This channel is a tool that enables the confidential reporting of the aforementioned irregularities and facilitates direct communication with the Company's governing bodies.

Management of the whistle-blowing channel is regulated by the Whistle-blowing Channel Procedures, approved by the Board of Directors, and carried out by Ence's Audit Committee, represented by the President, fulfilling their responsibility to comply with the basic principles mentioned in areas that constitute and the responsibility to solve complaints received that constitute, or could constitute, a criminal incident. In addition, the Audit Committee is responsible for adopting measures to improve compliance and for settling any doubts regarding interpretation. Likewise, it controls and monitors that all complaints are dealt with and managed in an adequate, complete, independent and confidential manner.

The basic principles that make up the operation of this control are: (i) guarantee confidentiality to those who use the complaints channel; (ii) guarantee adequate management of the complaints made, which implies that they are treated with the utmost confidentiality and in accordance with the operating procedure of the complaints channel; (iii) ensure, for all complaints received, a timely, independent and confidential analysis; (iv) the commitment to carry out disciplinary, sanctioning and judicial processes, as appropriate, until their resolution, with the aim of proportionately correcting conduct contrary to contrary to legality or Ence's internal regulations of Ence.

Every quarter, the Internal Audit Department prepares a report on all received allegations which are categorised by subject (harassment, conduct, ethics, criminal, etc.), gravity (minor, serious, very serious or inappropriate), actions taken and conclusion. The report is submitted to the Audit Committee.

- Training programmes and regular refresher courses for staff involved in the preparation and review of financial reports, as well as the assessment of the SCIIF, which covers at least accounting rules, audits, internal controls and risk management.

As part of Ence's management systems, the Central Human Resources Department has established a training plan that screens for the training needs of staff, including those who participate in financial reporting and its preparation, risk management and internal controls. The annual performance evaluation fosters personal development and the uncovering of training needs.

F.2 Risk assessment in financial information

Report, at least, of:

F.2.1. What are the principal characteristics of the process for identifying risks, including errors and fraud, in relation to:

- **The existence and documentation of such a process.**

Ence's Risk Management System is defined and regulated in the Risk Management and Control Policy and the Risk Management Procedure, which have been approved by the company's Board of Directors.

The SCGR encompasses Ence and the companies within its group, as defined under law, as well as all businesses (cellulose, energy, forestry) and activities performed within its corporate and support spheres.

The SCGR contains all the risks identified for the different objectives established by the organisation, distinguishing between strategic, operational, financial reporting and compliance objectives, and classifying those by origin (internal or external).

In addition, the SCGR establishes the following types of risks, depending on their nature: environmental risks, risks associated with information for decision making, financial risks, organisational risks, operational risks, fiscal risks and reputational risks.

The risks of financial reporting fraud are considered a relevant element when it comes to implementing the Internal Financial Reporting Control System (IFRS) and its relevant documentation and procedures, as well as adequate segregation of duties within the financial department.

- **Whether the process covers all objectives of financial reporting (existence and occurrence; completeness; valuation; presentation, breakdown and comparability; rights and duties), and if it is updated and how often.**

The process is based on the integrated management of different business processes aimed at strategic objectives. It includes financial reporting risks. For these latter risks, the process covers all financial reporting objectives (existence and occurrence; completeness; valuation; presentation, breakdown and comparability; rights and duties).

The Risk Record and the Risk Map are the formats used for the periodic report on the main risks identified and assessed in the different business, corporate and ancillary units, in accordance with the requirements established in the Risk Management and Control Policy and Procedure.

The risk map is periodically reviewed (at least once a year) and its results are submitted to the Audit Committee and the Board of Directors.

- **The existence of a process for identifying the scope of consolidation, considering, among other things, the possible existence of complex corporate structures or special purpose vehicles.**

On a monthly basis, the Executive Finance Department determines Ence's scope of consolidation by using the Consolidation Procedure. This procedure establishes the steps to follow in ensuring that the scope of consolidation is properly updated, thereby avoiding any omissions in the consolidated financial reports.

- **Whether the process considers the effects of other risk types (operating, technological, financial, legal, reputational, environmental, etc.) to the extent that they may affect the financial statements.**

Ence's Risk Map, among other things, shows the risk factors involved in financial reporting, along with other risk types classified as: environment risks, operational risks, reputational risks, legal and regulatory risks, and organisational and information risks related to decision-making, and the possible financial effects their occurrence would have.

Furthermore, Ence has established a Risk Management System for the prevention and detection of offences. It includes many measures and controls designed to prevent or reduce as much as possible the risk of a criminal act being committed within our organisation. It is also aimed at ensuring that the professional activities of the company's employees and managers are at all times legal. The aforementioned Criminal Compliance Management System was certified by Aenor in 2018, pursuant to UNE 19601:2017.

As part of a comprehensive supervision and control of all company activities, a map of criminal risks has been formulated. The map identifies all activities in which criminal acts could be committed, leading to Ence being held criminally liable.

In addition to covering offences that could result in criminal liability for Ence, other offences have been included in the criminal risk map. Whilst these do not imply criminal liability for the legal person, committing them could lead to legal consequences for the company as outlined in Article 129 of the Criminal Code.

During 2019, Ence developed and implemented internal policies and procedures to reduce its exposure to specific offences.

- **Which of the entity's governing bodies supervises the process.**

Said system is coordinated and supervised by the Internal Audit Department, and ultimately, by the Audit Committee.

F.3 Control activities

State whether the company has any of the following and describe their principal characteristics:

- F.3.1. Procedures for the review and authorisation of financial reports and for the description of the SCIIF, to be published on stock exchanges, and identification of those responsible. Procedures for the description of operational cash flows and controls (including those for the risk of fraud) of the different types of transactions that could materially affect the financial statements, including the procedure for closing accounts and the specific review of estimates, assumptions, valuations and projections.**

Ence has a collection of manual and automatic verification checks for financial reporting in order to prevent fraudulent actions, and ensure the accuracy of the financial reports and compliance with relevant legislation and generally accepted accounting principles. There is also an account closing process that verifies and approves the financial reports before their publication.

The annual accounts of the individual companies and the consolidated group, along with the quarterly and half-yearly financial reports, which are released to the market, are reviewed firstly by the Central Financial Department, then inspected by the Audit Committee before being prepared by the Board of Directors.

Ence also applies as an additional control the audit of the external auditor of half-yearly and quarterly financial statements, as part of the annual audit.

In accordance with the recommendations of the National Stock Exchange Commission (CNMV), Ence has established and documented the critical checks that affect the preparation of the financial reports.

Such documentation consists of instructions, relevant risk matrices and controls which contain information on the supervisory activity, the risk to be reduced, the frequency of checks and the person in charge. It also defines the critical checks and fraud controls to be performed.

Finally, a system for the reviewing of said processes has been established to ensure they are kept up-to-date.

F.3.2. Internal control policies and procedures for information systems (including access security, change tracking, system operation, operational continuity and separation of functions) which support the entity's processes in the preparation and publication of financial reports.

Ence has an Information System Security Policy that regulates access, changes made, system operation, operational continuity and separation of functions across the entire applications map, including the infrastructure, with a special focus on the financial reporting systems. The security rules described therein, and the prevention and detection controls set out in the systems, protect the financial information.

F.3.3. Internal control policies and procedures for supervising the management of outsourced activities, including evaluation, calculation or valuation activities assigned to independent experts, which could materially affect the financial statements.

As part of the internal authorisation rules, all subcontracted activities are subject to internal levels of joint approval. The level depends on the amount at issue even where the Managing Director is concerned. Authorisation is monitored by the legal department where necessary.

As part of the Accounts Auditing Act 22/2015 of 20 July, external auditors are required to demonstrate their independence every year. Furthermore, where they offer their services as independent experts, the offer must be submitted to the Audit Committee in order to ensure the transparency of the financial statements is unaffected

F.4 Information and communication

State whether the company has any of the following and describe their principal characteristics:

F.4.1. A specific department in charge of defining and updating accounting policies (accounting policy department or section), resolving questions or conflicts resulting from the interpretation of those policies, maintaining open communication with operation managers of the organisation, as well as an up-to-date accounting policy manual circulated among the entity's business units.

The Administration and Accounting Policies Department is in charge of defining the accounting policies applicable to Ence and keeping them up-to-date. It is also in charge of communicating those policies to all persons concerned, and resolving all questions or enquiries in relation to them whether from subsidiaries or a business unit. Ence also has an Accounting Policies Manual that has been circulated and is available through the Ence Intranet to all staff who actively participate in the preparation of the financial statements.

F.4.2. Mechanisms for capturing and preparing financial information in standardised formats along with application and use mechanisms for all company and group units, which support the main financial statements and notes, as well as information explaining the SCIIF.

Ence's accounting procedure has established mechanisms for the standardised capturing and preparation of financial information, general rules, data entry rules, manual entry approval, estimates and opinions (including valuations and projections) and a communication system for financial reporting to the executive management.

The preparation of the consolidated financial statements is carried out centrally on the basis of the financial statements provided by each subsidiary of the Group in the established formats. The consolidation process has established checks to ensure the accuracy of the consolidated financial statements, in accordance with the Consolidation Procedure and the Inter-company Transaction Procedure.

F.5 Supervision of the system's operation

State, along with their main characteristics, at least:

F.5.1. The SCIIF supervisory activities performed by the Audit Committee and whether the entity has an internal audit department that, among other duties, assists the committee in its supervisory role over the internal control system, including the SCIIF. Furthermore, state the scope of the SCIIF assessment conducted during the year and the procedure used by the assessor to disclose the results, whether the entity has an action plan detailing any corrective measures, and whether their impact has been considered in the financial reports.

Ence has a fully independent internal audit department whose functions and responsibilities in relation to financial reporting supervision is regulated by the Internal Audit Regulation as approved by the Audit Committee.

During the 2018 financial year, the Internal Audit Department informed the Audit Committee every quarter on the progress of the audit plan, the conclusions reached and the results of its activities. It also provided the Committee with its recommendations, highlighting in particular those aspects related to financial reporting and the SCIIF, as well as the progress of the action plans implemented to reduce any internal control failings.

As part of its 2019 Audit Plan, approved by the Audit Committee, supervisory activities were carried out on the internal control over financial reporting. In particular, Ence has a plan in which all the processes relevant to the SCIIF are reviewed in a 3-year cycle. Failings detected in audits are notified to the relevant departments, along with the corresponding corrective action.

As part of the assessment of SCIIF processes, the following are checked:

- the updating of information and documents, where processes have undergone changes.
- the absence of any significant failings in the internal control over financial reporting; if this is the case, corrective measures are carried out as part of an action plan and the possible effect of such deficiencies are assessed.

F.5.2. Whether there is a communication procedure by which the accounts auditor (in accordance with the Auditing Standards), the internal audit department and other experts can notify the executive management and the Audit Committee or company Directors of any significant internal control failings discovered during the review of the annual accounts or other assigned reviews. State also whether there is an action plan for correcting or mitigating any detected failings.

In accordance with Ence's Board of Directors Regulation, the Audit Committee is responsible for the preparation, submission and monitoring of regulated financial reports. It must also ensure the effectiveness of the Company's internal control and the internal control and risk management systems, including the Internal Control over Financial Reporting.

The Audit Committee meets at least once per quarter in order to obtain and analyse the information necessary to comply with the duties assigned by the Company's Board of Directors.

There is an annual schedule of content that has to be handled during the Audit Committee's meetings; the meetings include sessions where the accounts auditor, tax experts or other specialists attend when deemed necessary. The following relevant aspects ought to be highlighted:

- As mentioned above, the Audit Committee receives quarterly reports on the progress of implemented action plans that aim to correct detected internal control failings.
- The accounts auditor has access to the Audit Committee through invitations to the Audit Committee's meetings that review the quarterly and half-yearly financial statements, where the external auditor presents its conclusions about the audit procedures developed on the significant financial information.
- Similarly, the Internal Audit Department has access to the Audit Committee via an invitation to attend the latter's meetings.

The half-yearly report released to the markets has been reviewed by the accounts auditor, through the agreed procedures in those areas that the Company's management considers critical and of risk.

F.6 Other relevant information

Not applicable

F.7 External auditor's report

Report of:

F.7.1. Whether the SCIIF information provided to markets was submitted to the external auditor for review, in which case the entity should include the auditor's report as an appendix. Otherwise, the entity should state its reasons for not doing so.

The SCIIF information provided to markets for the 2019 financial year was submitted to the external auditor for review. The external auditor's report on the information is attached.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

State the extent to which the company has complied with the recommendations of the Unified Good Governance Code of Listed Companies.

Where a recommendation has not been fully complied with, a detailed explanation must be included so that shareholders, investors and the market in general receive sufficient information to assess the company's course of action. Explanations of a general nature are not acceptable.

1. **The Articles of Association of listed companies should not limit the maximum number of votes held by a single shareholder, nor contain any other restrictions that may obstruct gaining control of the company through the purchase of shares on the open market.**

Fully compliant **X** | Explain |

2. **When the parent company and subsidiary are listed, both should publicly and concisely state:**

- a) **Their respective areas of business and any business relations between them, as well as any such relations between the listed subsidiary and other group companies.**
- b) **The procedures in place to resolve any possible conflicts of interest.**

Fully compliant | Partially compliant | Explain | Not applicable **X**

3. **During the Annual General Shareholders' Meeting and in addition to the release of the Annual Corporate Governance Report, the chairperson of the Board of Directors should inform the shareholders, in person and with sufficient detail, of the most relevant aspects of the company's corporate governance and, especially:**

- a) **Any changes that have occurred since the previous Annual General Shareholders' Meeting.**
- b) **The actual reasons why the company does not comply with any of the recommendations in the Corporate Governance Code, and of any alternative rules in this area that may exist.**

Fully compliant **X** | Partially compliant | Explain |

4. **The company should establish and promote a policy of communication and contact with shareholders, institutional investors and proxy advisors, which fully observes the rules on market abuse and treats all shareholders in the same position alike.**

The company should make said policy public on its website and include information on how it is being implemented, along with the identities of those responsible for carrying it out.

Fully compliant **X** | Partially compliant | Explain |

5. The Board of Directors should not submit to the General Shareholders' Meeting any proposal for the delegation of powers that would allow the issuance of shares or convertible securities without preemption rights at an amount greater than 20% of the share capital at the time of the delegation.

Where the Board of Directors approves any issuance of shares or convertible securities without preemption rights, the company should immediately publish the reports on said exclusion of preemption rights with reference to the relevant legislation on its website.

Fully compliant **X** | Partially compliant | Explain |

6. Listed companies that necessarily or voluntarily prepare the reports mentioned below should publish them on their websites sufficiently in advance of the Annual General Shareholders' Meeting, even if their disclosure is not mandatory:

- a) Report on the independence of the auditor.
- b) Reports on the operations of the Audit Committee and nomination and remuneration committee.
- c) Report by the Audit Committee on transactions between related parties.
- d) Report on the corporate social responsibility policy.

Fully compliant **X** | Partially compliant | Explain |

7. The company should broadcast General Shareholders' Meetings live via its website.

Fully compliant | Explain **X** |

The meeting size, attendance rate and the company's market capitalisation do not justify the live broadcast of General Shareholders' Meetings. Moreover, no shareholder has requested such a broadcast to date.

8. The Audit Committee should ensure that the auditor has no reason to issue any reservations or qualifications in its report on the financial statements that the Board of Directors submits to the General Shareholders' Meeting. In the exceptional cases where provisos exists, the chairperson of the Audit Committee and the auditors should clearly explain the content and scope of such qualifications and reservations to the shareholders.

Fully compliant **X** | Partially compliant | Explain |

9. The requirements and procedures accepted for a shareholder to prove ownership of shares, the right to attend General Shareholders' Meetings and the exercise or delegation of voting rights should always be accessible on the company's website.

Such requirements and procedures should encourage, without distinction, the attendance and exercise of rights by shareholders.

Fully compliant **X** | Partially compliant | Explain |

10. Where any genuine shareholder exercises the right to add items to the agenda or submit new resolution proposals prior to the General Shareholders' Meeting, the company should:

- a) Immediately publish such additional items and new resolution proposals.

- b) Publish the example of the attendance card or form for proxy voting or absentee voting with the necessary changes to allow voting on the new agenda items and resolutions proposals under the same terms as the Board's proposals.
- c) Submit all new items and proposals to a vote and apply the same voting rules as those for the Board's proposals, including rules of presumption or inference in how votes are cast.
- d) Following the General Shareholders' Meeting, release the breakdown of votes cast on such additional items or alternative proposals.

Fully compliant | Partially compliant | Explain | Not applicable **X**

11. If the company levies an attendance fee for General Shareholders' Meetings, it should establish beforehand a general policy on such fees and said policy should be consistent.

Fully compliant | Partially compliant | Explain | Not applicable **X**

12. The Board of Directors should perform its functions with uniform purpose and independence of judgement, treat all shareholders in the same position alike and be guided by the company's interest which is understood as establishing a sustainable, profitable business in the long term which promotes the company's continuity and maximises its economic value.

As part of acting in the company's interests and observing laws, regulations and behaviour based on good faith, ethics and the respect for customs and generally accepted good practices, the board should seek to reconcile the company's interests with, where applicable, the legitimate interests of its employees, suppliers, customers and other stakeholders who may be affected, including the effect of the company's activities on the community at large and the environment.

Fully compliant **X** | Partially compliant | Explain |

13. The Board of Directors should be of the requisite size to function effectively and collaboratively, i.e. between five and fifteen members.

Fully compliant **X** | Explain |

14. The Board of Directors should implement a policy for selecting Directors which:

- a) Is practical and verifiable.
- b) Ensures that nomination or re-election proposals are based on a prior analysis of the Board's needs.
- c) Favours diversity of knowledge, experience and gender.

The result of the prior analysis of the Board's needs should be supplied in the supporting report prepared by the nomination committee. The report itself should be published upon issuance of the notice for the General Shareholders' Meeting at which the confirmation, appointment or re-election of each Director will be submitted to a vote.

The Director selection policy should advance the goal of having women make up at least 30% of all Board members by 2020.

The nomination committee should verify compliance with the Director selection policy on an annual basis and state its findings in the Annual Corporate Governance Report.

Fully compliant **X** | Partially compliant | Explain |

15. Proprietary and Independent Directors should form the majority of Board members and the number of Executive Directors be as few as necessary, taking into account the complexity of the company group and the percentage of shares held by the Executive Directors in the company.

Fully compliant **X** | Partially compliant | Explain |

- 16. The proportion of Proprietary Directors to the total number of non-Executive Directors should not be greater than the proportion of share capital represented by said Proprietary Directors to the total share capital.**

This criteria may be relaxed:

- a) **For large cap companies which have few shareholders considered as having a significant shareholding under the law.**
- b) **For companies with a plurality of shareholders represented on the Boards of Directors and who are not related to one another.**

Fully compliant **X** | Explain |

- 17. At least half of all Directors should be Independent Directors.**

However, for non-large cap companies or where a large cap company has one or more shareholders acting together and controlling more than 30% of the share capital, Independent Directors should represent at least one-third of all Directors.

Fully compliant | Explain **X** |

The Company understands that it complies substantively with this recommendations to the extent that the number of independent directors represents one third of the Board.

This is due to the consideration that Ence Energía y Celulosa is a non-large cap company (actually Ence's capitalization is lower than 1,000 million euros and it is the Ibex-35 company with the lowest capitalization) and the shareholder with the highest participation holds 29.2%.

- 18. Companies should publish the following information about their Directors on their website and keep it up-to-date.**

- a) **Professional profile and biography.**
- b) **Other Boards of Directors on which they sit, whether belonging to listed companies or otherwise, as well as any other paid activities they perform regardless of the type of activity.**
- c) **The type of Directorship held; in the case of Proprietary Directors, the shareholder they represent or are linked with should be named.**
- d) **The date of their original appointment to the board of the company and subsequent re-elections.**
- e) **The shares in the company and any share options they hold.**

Fully compliant **X** | Partially compliant | Explain |

- 19. The Annual Corporate Governance Report, following its confirmation by the nomination committee, should explain the reasons why Proprietary Directors have been nominated at the behest of shareholders with a less than 3% stake in the company's share capital. It should also explain, if applicable, why formal requests by shareholders for representation on the board were denied where such shareholders held an equal or greater equity stake to those shareholders who obtained Proprietary Directors.**

Fully compliant | Partially compliant | Explain | Not applicable **X** |

- 20. Proprietary Directors should submit their resignation if the shareholder they represent transfers all of his/her shares. If said shareholder reduces his/her shareholding to a level that requires a reduction in his/her Directors, the commensurate number of such Proprietary Directors should resign.**

Fully compliant **X** | Partially compliant | Explain | | Not applicable |

- 21. The Board of Directors should not propose the removal of any Independent Director before his/her statutory term of office has elapsed, except for just cause as found by the Board of Directors following a report from the nomination committee. In accordance with the applicable legislation, just cause occurs when the Director (i) occupies new positions or contracts new obligations that impede him/her dedicating the necessary time to the performance of duties as a Director, (ii) fails to fulfil his/her duties, or (iii) enters into a set of circumstances that remove his/her independence of the company.**

Independent Directors may also be removed as a result of takeover bids, mergers or other similar corporate manoeuvres that change the shareholding structure of the company, when the principle of proportionality mentioned in recommendation 16 causes changes in the structure of the Board of Directors.

Fully compliant **X** | Explain |

- 22. Companies should establish rules obliging Directors to inform the Board of Directors of situations that could damage the standing and reputation of the company, and accordingly resign if appropriate. The rules should, in particular, oblige Directors to inform the Board of any criminal offences that may be alleged against them and of their subsequent legal proceedings.**

If a Director is prosecuted or tried for any offences proscribed in company law, the Board of Directors should examine the case as soon as possible and, given the actual circumstances, decide whether or not the Director can continue in his/her position. The Board of Directors should give a reasoned account of such a case in the Annual Corporate Governance Report.

Fully compliant **X** | Partially compliant | Explain |

- 23. All Directors should clearly express their opposition to any proposed decision submitted to the Board of Directors which they consider contrary to the company's interests. Independent and other Directors unaffected by the potential conflict of interests should do the same in the case of decisions that could prejudice the shareholders not represented on the Board of Directors.**

Where the Board of Directors adopts significant or repeated decisions on issues that a Director has expressed serious reservations, that Director should draw the appropriate conclusions of such actions and, if he/she resigns, explain the reasons in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors even if he/she is not a Director.

Fully compliant | Partially compliant | Explain | | Not applicable **X**

- 24. If a Director resigns or stands down for any other reason before completion of his/her term, that Director should explain the reasons in a letter delivered to all members of the Board of Directors. Without prejudice to said resignation being a material fact, the reason should be stated in the Annual Corporate Governance Report.**

Fully compliant **X** | Partially compliant | Explain | | Not applicable |

- 25. The nomination committee should ensure that the non-Executive Directors are sufficiently available for the proper performance of their duties.**

The Board of Directors Regulations should lay down the maximum number of company Boards on which Directors can serve.

Fully compliant **X** | Partially compliant | Explain |

26. The Board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each Director may propose the addition of initially unscheduled items.

Fully compliant **X** | Partially compliant | Explain |

27. Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, Directors should delegate their powers of representation with the appropriate instructions.

Fully compliant **X** | Partially compliant | Explain |

28. When Directors or the secretary express concerns about some proposal or, in the case of Directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.

Fully compliant | Partially compliant | Explain | Not applicable **X**

29. The company should provide suitable channels for Directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Fully compliant **X** | Partially compliant | Explain |

30. Regardless of the knowledge Directors must possess to carry out their duties, they should also be offered refresher courses when circumstances so advise.

Fully compliant **X** | Explain | Not applicable |

31. The agendas of board meetings should clearly indicate on which points Directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the Chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of Directors present.

Fully compliant **X** | Partially compliant | Explain |

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Fully compliant **X** | Partially compliant | Explain |

33. The Chairman, as the person charged with the efficient functioning of the Board of Directors, in addition to the functions assigned by law and the company's Articles of Association, should prepare and submit to the board a schedule of meeting dates and agendas; organize and coordinate regular evaluations of the board and, where appropriate, the company's CEO ; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each Director, when circumstances so advise.

Fully compliant **X** | Partially compliant | Explain |

34. When a lead Independent Director has been appointed, the Articles of Association or Board of Directors Regulations should grant him or her the following powers over and above those conferred by law: chair the Board of Directors in the absence of the Chairman or Vice-Chairmen; give voice to the concerns of non-Executive Directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the Chairman's succession plan.

Fully compliant **X** | Partially compliant | Explain | Not applicable |

- 35. The Board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.**

Fully compliant **X** | Explain |

- 36. The Board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the Board's operation.
- b) The performance and membership of its committees.
- c) The diversity of Board membership and competences.
- d) The performance of the Chairman of the Board of Directors and the company's CEO .
- e) The performance and contribution of individual Directors, with particular attention to the Chairmen of board committees.

The evaluation of board committees should start from the reports they send the Board of Directors, while that of the Board itself should start from the report of the nomination committee.

Every three years, the Board of Directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the Annual Corporate Governance Report.

The process followed and areas evaluated should be detailed in the Annual Corporate Governance Report.

Fully compliant **X** | Partially compliant | Explain |

- 37. When an Executive Committee exists, its membership mix by Director class should resemble that of the board. The secretary of the Board should also act as secretary to the executive committee.**

Complies | Partially complies with | Explain **X** | Not applicable |

As a result of the change in legal category of Mr. José Guillermo Zubía to "other external", currently the Executive Committee has 1 independent member.

The Company understands that the current composition and profiles of the Committee are the most adequate attending to its functions.

- 38. The Board should be kept fully informed of the business transacted and decisions made by the Executive Committee. To this end, all board members should receive a copy of the committee's minutes.**

Fully compliant **X** | Partially compliant | Explain | Not applicable |

- 39. All members of the Audit Committee, particularly its Chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by Independent Directors.**

Fully compliant **X** | Partially compliant | Explain |

- 40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the Audit Committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive Chairman or the Chairman of the Audit Committee.**

Fully compliant ☒ | Partially compliant | Explain |

41. The head of the unit handling the internal audit function should present an annual work program to the Audit Committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.

Fully compliant ☒ | Partially compliant | Explain | | Not applicable |

42. The Audit Committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:

- a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
- b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programs, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
- c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

- a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- d) Ensure that the external auditor has a yearly meeting with the Board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Fully compliant ☒ | Partially compliant | Explain |

43. The Audit Committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Fully compliant ☒ | Partially compliant | Explain |

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the Board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Fully compliant ☒ | Partially compliant | Explain | | Not applicable |

45. The risk control and management policy should identify at least:

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) The determination of the risk level the company sees as acceptable.
- c) The measures in place to mitigate the impact of identified risk events should they occur.
- d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Fully compliant **X** | Partially compliant | Explain |

46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the Audit Committee or some other dedicated Board of Directors committee. This function should be expressly charged with the following responsibilities:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.
- b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the Board of Directors.

Fully compliant **X** | Partially compliant | Explain |

47. Appointees to the nomination and remuneration committee - or of the nomination committee and remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be Independent Directors.

Fully compliant **X** | Partially compliant | Explain |

48. Large cap companies should operate separately constituted nomination and remuneration committees.

Fully compliant | Explain **X** | Not applicable |

The Company considers that the structure of two separated committees is not necessary attending to the characteristics and needs of the Company, so that the current nominating and compensation committee meets properly its functions.

The current capitalization of the Company, the lowest among Ibex-35 and lower than 1,000 million euros, makes it far from the premise of this recommendation.

49. The appointments committee should consult with the company's Chairman and CEO, especially on matters relating to Executive Directors.

When there are vacancies on the board, any Director may approach the nomination committee to propose candidates that it might consider suitable.

Fully compliant **X** | Partially compliant | Explain |

50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the Board of Directors the standard conditions for senior officer contracts.
- b) Monitor compliance with the remuneration policy set by the company.

- c) Periodically review the remuneration policy for Directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other Directors and senior officers in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.
- e) Verify the information on Director and senior officers' pay contained in corporate documents, including the Annual Report on the Remuneration of Directors.

Fully compliant **X** | Partially compliant | Explain |

51. The remuneration committee should consult with the company's Chairman and CEO, especially on matters relating to Executive Directors and senior officers.

Fully compliant **X** | Partially compliant | Explain |

52. The terms of reference of supervision and control committees should be set out in the Board of Directors Regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:

- a) Committees should be formed exclusively by non-Executive Directors, with a majority of independents.
- b) They should be chaired by Independent Directors.
- c) The Board of Directors should appoint the members of such committees with regard to the knowledge, skills and experience of its Directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first Board of Directors plenary following each committee meeting.
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.
- e) Meeting proceedings should be minuted and a copy made available to all board members.

Fully compliant | Partially compliant **X** | Explain | Not applicable |

All the Board's Committees comply with all the requirements except in relation to the composition of the Sustainability Committee, which does not have a majority of Independent Directors, nor its Chairman. This is due to the nature of the skills of this Committee, we believe that the experience and professional profile of its members should prevail over the legal category to which they belong.

53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one Board of Directors committee or split between several, which could be the Audit Committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organization, with at the least the following functions:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.

- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.
- f) Monitor and evaluate the company's interaction with its stakeholder groups.
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Fully compliant **X** | Partially compliant | Explain |

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Fully compliant **X** | Partially compliant | Explain |

55. The company should report on corporate social responsibility developments in its Directors' report or in a separate document, using an internationally accepted methodology.

Fully compliant **X** | Partially compliant | Explain |

56. The Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-Executive Directors.

Fully compliant **X** | Explain |

57. Variable remuneration linked to the company and the Director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to Executive Directors.

The company may consider the share-based remuneration of non-Executive Directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the Director must dispose of to defray costs related to their acquisition.

Fully compliant **X** | Partially compliant | Explain |

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote business sustainability and include non-financial criteria that are appropriate for long-term value creation, such as compliance with
the company's internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Fully compliant X | Partially compliant | Explain | Not applicable |

59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Fully compliant X | Partially compliant | Explain | Not applicable |

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Fully compliant X | Partially compliant | Explain | Not applicable |

61. A major part of Executive Directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Fully compliant X | Partially compliant | Explain | Not applicable |

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, Directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.

The above condition will not apply to any shares that the Director must dispose of to defray costs related to their acquisition.

Fully compliant X | Partially compliant | Explain | Not applicable |

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the Director's actual performance or based on data subsequently found to be misstated.

Fully compliant X | Partially compliant | Explain | Not applicable |

64. Termination payments should not exceed a fixed amount equivalent to two years of the Director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.

Fully compliant X | Partially compliant | Explain | Not applicable |



OTHER RELEVANT INFORMATION

1. Provide brief details of any other relevant aspects of the corporate governance of the company or group entities not included in the other sections of this report, which must be covered if the report is to contain the most

comprehensive and well-founded information on the structure and practices of governance in the entity or its group.

2. Any other information, clarification or detail related to the above sections of the report may be included in this section insofar as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to foreign legislation on corporate governance, and if so, include any information it is bound to supply other than that required in this report.

3. The company may also indicate whether it voluntarily adheres to other codes of ethical principles or good practices (international, sector-related, etc.). In that case, the company will identify the code concerned and the date it began adhering to that code. In particular, it will mention whether it has adhered to the Code of Good Tax Practices of 20 July 2010.

There is no additional information

Indicate whether any Directors voted against or abstained from approving this report.

Yes ☐

No ☒

This Annual Corporate Governance Report was approved, in its Spanish version, by the Company's Board of Directors in its meeting of 26/02/2020. In the case of any conflict between the Spanish and English versions, the Spanish version shall prevail.