

ENCE ENERGÍA Y CELULOSA, S.A.

CALL FOR THE ANNUAL ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of ENCE ENERGÍA Y CELULOSA, S.A. hereby notifies all shareholders of the annual General Shareholders' Meeting to be held at the Auditorio Rafael del Pino on Calle de Rafael Calvo, 39-A, 28010 Madrid (Spain). The first call to meeting takes place at 12:30 pm on 22 March 2018. Where necessary, a second call to hold the meeting will take place on the following day, 23 March 2018, at the same time and place. The agenda for the meeting is below.

AGENDA

- First.** The examination and approval, if appropriate, of the financial statements and management report for ENCE ENERGÍA Y CELULOSA, S.A. and its consolidated group for the financial year ended 31 December 2017.
- Second.** The examination and approval, if appropriate, of the proposal on how to apply the profits of ENCE ENERGÍA Y CELULOSA, S.A. from the year ended 31 December 2017.
- Third.** The examination and approval, if appropriate, of the management performed by the Board of Directors of ENCE ENERGÍA Y CELULOSA, S.A. for the year ended 31 December 2017.
- Fourth.** The re-election, confirmation and appointment of members to the Board of Directors:
- Fourth A:** Re-election of Mr. Juan Luis Arregui Ciarsolo as Proprietary Director.
- Fourth B:** Re-election of Mr. Javier Echenique Landiribar as External Director.
- Fourth C:** Re-election of Mr. José Carlos del Álamo Jiménez as Independent Director.
- Fourth D:** Re-election of Retos Operativos XXI, S.L. as Proprietary Director with the acknowledgement that Mr. Óscar Arregui Abendivar as the natural person representing Retos Operativos XXI, S.L. in holding the office of Director.
- Fourth E:** The ratification of the appointment of Turina 2000, S.L. as Proprietary Director, appointed by co-option by the Board of Directors on 20 December 2017, and recording of the appointment of Mr. Javier Arregui Abendivar as the natural person representing Turina 2000, S.L. in holding the office of Director.

Fourth F: Appointment of La Fuente Salada, S.L. as Proprietary Director with the acknowledgement that Mr. Ignacio Comenge Sánchez-Real as the natural person representing La Fuente Salada, S.L. in holding the office of Director.

Fourth G: Appointment of Mrs. Rosa M. García Piñeiro as Independent Director.

- Fifth.** Re-election of the auditors of the Company and its consolidated group.
- Sixth.** Approval of the remuneration policy for Directors for the years 2018 to 2020.
- Seventh.** Delegation of the powers to interpret, supplement, rectify, execute and formalise the resolutions adopted by the General Shareholders' Meeting.
- Eighth.** Consultative vote on the Annual Report on the Remuneration of Directors for 2017.

SUPPLEMENT TO THE NOTICE AND THE SUBMISSION OF RESOLUTION PROPOSALS

Shareholders representing at least three percent of the total share capital may request the publication of a supplement to this notice, which includes one or more items for the agenda (as long as any new items are justified or, if applicable, contain a resolution proposal). They may also submit reasonable resolution proposals for items already included in the agenda or which should be included. The exercise of these rights must be made through a certified notification that should be received at the company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) within five days following publication of this notice. The notification must include the identity of the shareholders exercising their rights and the number of shares held, as well as the items to be included in the agenda or the content of the resolution proposals, supported by any relevant documentation.

The supplement to this notice will be published at least fifteen days prior to the scheduled date for holding the General Meeting.

The foregoing is without prejudice to the right of any shareholder to make proposals during the General Shareholders' Meeting on items that are not required to be included in the agenda as per the Capital Companies Act.

RIGHT TO INFORMATION

Once this notice is published, shareholders have the right to examine and obtain the below documents from the Investor Relations Department at the Company's registered office at Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain. They may also consult such documents on the Company's website (www.ence.es), or request them via post at the above-mentioned address from the Company, which will immediately send the documents free of charge. The documents are as follows:

1. This notice of the Annual General Meeting.
2. The full text of the proposed resolutions to be submitted to the General Shareholders' Meeting.
3. The full text of the 2017 financial statements and management report for the Company and its consolidated group, along with the auditor's reports.
4. With regard to the proposed re-election and confirmation of Directors:
 - (i) report by the Board of Directors on the Directors proposed for re-election, nomination and confirmation, which includes their identity, curriculum vitae and categorisation; and
 - (ii) report by the Nominating and Compensation Committee on the proposed re-election, nomination and confirmation.
5. The Annual Corporate Governance Report for 2017.
6. The Annual Report on the Remuneration of Directors for 2017.
7. The report by the Audit Committee on the independence of the auditor.
8. The report on the operations of the Audit Committee.

9. The annual report on corporate social responsibility.
10. The report by the Nominating and Compensation Committee on the Director remuneration policy.
11. The remuneration policy of the directors for the years 2018 to 2020.
12. Examples of attendance, proxy and absentee voting cards.

From the date of this notice, the total number of shares and voting rights existing at the time of this notice will be published on the Company's website (www.ence.es). Where applicable, any resolution proposals received from shareholders in accordance with the law will also be published.

For the purposes of exercising the right to information prior to the General Shareholders' Meeting under the terms of Articles 197 and 520 of the Capital Companies Act, and in accordance with Article 34 of the Articles of Association and Article 8 of the General Shareholders' Meeting Regulation, shareholders may, until five days prior to the holding of the General Shareholders' Meeting, exercise their right to information on the items contained in the agenda, request information and clarifications or pose questions, in writing, in relation to any public information supplied by the Company to the National Securities Market Commission since the previous General Shareholders' Meeting, as well as with regard to the auditor's report. Requests for information may be made by delivering a written request to the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) or by posting the request to that address. The request must be accompanied by the shareholder's proof of identity and proof of shareholding. The shareholder must retain proof that the request was made in the proper form and within the deadline. The Company's website contains further information on how shareholders can exercise their right to information as stipulated under law.

For any clarification on the delivery of documents and any other particulars relating to this notice, shareholders should contact the Investor Relations Department at the above-mentioned address or telephone the shareholder information line at +34 9131 28638 between 9 am and 1 pm, Monday to Friday.

RIGHT TO ATTEND

In accordance with Article 30 of the Articles of Association and Article 11 of the General Shareholders' Meeting Regulation, all company shareholders whose shares are registered under their name in the relevant accounting records five days prior to the General Shareholders' Meeting may attend the General Shareholders' Meeting. To exercise the right to attend, shareholders should obtain an attendance card at least two days prior to the meeting's date, which is issued by the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (depository institutions). As an alternative, shareholders may attend using the ready-to-print attendance card found on the Company's website. Depository institutions must send a list of attendance cards issued at the request of their clients to the Legal Department of ENCE ENERGÍA Y CELULOSA, S.A. (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain).

Within the above-mentioned time frame, shareholders may also obtain the attendance card at the Company's registered office (Calle de Beatriz de Bobadilla nº 14, Planta 4ª, 28040 Madrid, Spain) by producing a certificate issued by a depository institution proving the registration of his/her shares in the corresponding book entry records. The attendance card provided by the Company includes the possibility of delegating the shareholder's rights as stated below.

The board of directors has approved the content of the attendance card that is made available to the shareholders with the call of the meeting, which includes the rules regarding personal assistance rights, delegation of votes and distance votes.

Registration of attendance cards and voting cards will start at 11:30 am and credentials will be accepted until 12:30 pm (the scheduled start of the meeting). To facilitate registration and organisation of the meeting, shareholders are requested to arrive as early as possible.

RIGHT TO A PROXY

Under Article 31 of the Articles of Association and Article 10 of the General Shareholders' Meeting Regulation, any shareholder unable to attend the meeting may be represented by any other person, even if the latter is not a shareholder.

Without prejudice to the provisions of the Corporate Enterprises Act in relation to representation by a family member, and the granting of general power of attorney, such a proxy must be nominated in writing and specifically for this meeting. The attendance and proxy card provided by the depository institution or the Company, which can be found on the Company's website in a ready-to-print form, must be duly completed and signed by the shareholder.

Proxies may also be nominated or notified to the Company by post. The attendance and proxy card provided by the depository institution or the Company must be duly completed and signed by the shareholder, and sent to the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid). Any proxy nominated or notified by this method should be received by the Company at least twenty-four hours before the day immediately preceding the scheduled first call to meeting. Otherwise, the proxy will be deemed invalid and without effect. Any person with delegated voting rights may only exercise them if they physically attend the General Shareholders' Meeting. If the proxy has

not been given voting instructions in relation to items not included on the agenda, the proxy may vote in whatever way he/she deems aligned with the interests of the represented party. A proxy can be revoked at any time. The attendance of the represented party, whether in person or by absentee voting, will be considered revocation of any delegated powers regardless of when they were granted.

VOTING BY REMOTE MEANS

Under Article 36 of the Articles of Association and Article 25 of the General Shareholders' Meeting Regulation, shareholders with a right to attend the General Shareholders' Meeting may issue an absentee vote on the proposals in relation to the items on the agenda by sending a duly completed and signed attendance and voting card which has been provided by the depositary institution to the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid).

If the cards issued by the depositary institutions do not include the possibility of issuing an absentee vote, shareholders with a right to attend the meeting and wishing to issue such a vote by post can obtain the relevant card from the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid), or find a ready-to-print card on the Company's website. Such a card must be duly completed and signed and sent to the Company at its registered office, along with the attendance card provided by the depositary institution or Company under the terms stated above.

An absentee vote sent by post should be received by the Company at least twenty-four hours before the day immediately preceding the scheduled first call to meeting. Otherwise the vote will not be valid and will be deemed as not having been cast.

Shareholders with a right to attend who issue a vote under the terms stated above will be considered present for the purposes of quorum and, as a result, any delegated powers granted beforehand will be deemed revoked and any granted afterwards will be invalid. A postal vote may be cancelled by: (i) its subsequent express revocation using the same method and abiding by the same deadline for the original vote, (ii) by the physical attendance at the meeting of the shareholder who issued it, or (iii) by the conveyance of the shares through which the shareholder held the right to vote, as long as the Company has been informed of this beforehand.

SHAREHOLDERS' ONLINE FORUM

In accordance with Article 539 (2) of the Capital Companies Act, the Company will provide an online forum on its website from the date this notice is published. Shareholders and duly formed voluntary associations registered in the specific registry of the National Securities Market Commission may access this forum.

The forum will allow the publication of possible proposals to be added to the announced agenda, petitions in support of such proposals, initiatives to gain the percentage of shareholding required to exercise minority rights as stated in law, and offers or requests to act as a voluntary proxy.

The forum in no way acts as a means of communication between the Company and its shareholders. It is only for the purpose of facilitating communication between the

shareholders of ENCE ENERGÍA Y CELULOSA, S.A. during the time leading up to the General Shareholders' Meeting.

Access to the forum and the terms and conditions of its use and operation are governed by this notice and the forum's rules of operation, which can be consulted on the website (www.ence.es).

ATTENDANCE OF A NOTARY

The Board of Directors has agreed to the attendance of a notary for the purposes of executing a public document with the minutes of the meeting, in accordance with Article 203 of the Capital Companies Act.

PERSONAL DATA PROTECTION

Any personal data provided by the shareholder to the Company in the exercise or delegation of his/her rights of access to the online forum, attendance and vote at the General Shareholders' Meeting, or provided for these purposes by banks, companies and security brokers acting as depositaries or custodians of shares, will be processed by the Company in order to manage the development, compliance and supervision of the shareholding relationship in relation to the notice and holding of the General Shareholders' Meeting. Such data will be included in files held under the responsibility of **ENCE ENERGÍA Y CELULOSA, S.A.**

In any case and when legally appropriate, the owner of the data will have the right to access, rectify, object or delete the information collected by **ENCE ENERGÍA Y CELULOSA, S.A.** Said rights may be exercised by writing to the Investor Relations Department of **ENCE ENERGÍA Y CELULOSA, S.A** at Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, with an attached copy of their proof of identity (DNI or passport). If the attendance, delegation and voting card includes personal data relating to natural persons other than the owner, the shareholder must inform such person of the information contained in the preceding paragraphs and comply with any other applicable requirements for the proper transfer of personal data to the Company, without any further action required on the part of the Company.

ADDITIONAL INFORMATION

HOLDING OF THE MEETING ON FIRST CALL

Shareholders are hereby informed that, unless otherwise published in the daily press, the first call to the meeting will be held on 22 March 2018 at 12:30 pm in the location mentioned above.

During the hour preceding the start of the meeting at the mentioned place, shareholders or their valid representatives can show their attendance and proxy cards to staff in charge of registration, along with their proof of identity (DNI or passport) and, where appropriate, proof of delegated powers.

Madrid, 20 February 2018
Secretary of the Board of Directors
José Antonio Escalona de Molina