

**FULL TEXT OF THE MOTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF ENCE ENERGÍA Y CELULOSA, S.A. TO THE GENERAL SHAREHOLDERS' MEETING SCHEDULED FOR 22 MARCH 2018 ON FIRST CALL, AND 23 MARCH 2018 ON SECOND CALL**

**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.**

**Proposal:**

Approve the individual and consolidated annual accounts of ENCE ENERGÍA Y CELULOSA, S.A. and its subsidiaries and the respective management reports for the fiscal year ending on December 31, 2017, as prepared by the Board of Directors of the Company in its meeting on February 20, 2018.

**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.**

**Proposal:**

Approve the application of the profits for the fiscal year ending 31 December 2017, for the amount of €69,813,465, as follows:

Application base:

Profits from the fiscal year: € 69,813,465

Application:

To unrestricted reserves: €2,694,656.91

To dividend payout:

- Interim dividend (paid in August 2017) €14,935,028.60

- Interim dividend (paid in December 2017) €14,687,857.26

- Supplementary dividend: A complementary dividend at a rate of 0.066 euros gross per share of ENCE ENERGÍA Y CELULOSA, S.A. with the right to receive it and which is in circulation on the date on which the corresponding payment is made (maximum total amount: € 16,253,985).

The supplementary dividend will be paid in cash on 12 April 2018. Parties appearing as shareholders of ENCE ENERGÍA Y CELULOSA, S.A. at the close of trading on 9 April 2018 in the accounting records of the member companies of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) will be eligible to receive the dividend. Any legally required withholdings will be applied to the gross amounts.

Offsetting accumulated losses: €21,241,937.23

**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.**

**Proposal:**

Approve the corporate management and the action taken by the Board of Directors of the Company during the fiscal year ending December 31, 2017.

**Fourth. 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.**

**Proposal:**

To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Mr. Juan Luis Arregui Ciarsolo, in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution.

**Fourth B: Re-election of Mr. Javier Echenique Landiribar as an External Director.**

**Proposal:**

To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Mr. Javier Echenique Landiribar, in the capacity of External Director for the statutory period of three years from the approval of this resolution.

**Fourth C: Re-election of Mr. José Carlos del Álamo Jiménez as an Independent Director.**

**Proposal:**

To re-elect, at the behest of the Nomination and Remuneration Committee, as a member of the Company's Board of Directors, Mr. José Carlos del Álamo Jiménez, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.

**Fourth D: Re-election of Retos Operativos XXI, S.L. as Proprietary Director with the acknowledgement that Mr. Óscar Arregui Abendivar acts as its natural person in the exercise of its Directorship.**

**Proposal:**

To re-elect, at the behest of the Board of Directors, as a member of the Company's Board of Directors, Retos Operativos XXI, S.L., in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution, and to record the re-appointment of Mr. Óscar Arregui Abendivar as natural person of said 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.**

**Proposal:**

To ratify, at the behest of the Board of Directors, the nomination of Turina 2000, S.L., appointed as Proprietary Director by co-option in the meeting of the Board of Directors of 20 December 2017, and to nominate it as proprietary shareholder for the statutory period of three years from the approval of this resolution.

Furthermore, to record the appointment of Mr. Javier Arregui Abendivar as the natural person representing that 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.**

**Proposal:**

To nominate, at the behest of the Board of Directors, as a member of the Company's Board of Directors, La Fuente Salada, S.L., in the capacity of Proprietary Director for the statutory period of three years from the approval of this resolution, and to record the re-appointment of Mr. Ignacio Comenge Sánchez-Real as the natural person representing that Director.

**Fourth G: The appointment of Mrs. Rosa María García Piñeiro as an Independent Director.**

To nominate, at the behest of the Nominating and Compensation Committee, as a member of the Company's Board of Directors, Mrs. Rosa María García Piñeiro, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.

The effectiveness of this appointment is subject to the fact that before April 30, 2018, Mrs. García Piñeiro obtains from Alcoa Corp. the mandatory internal authorization to be appointed as a director of the Company. Said authorization must be communicated in writing to the board of directors, which will verify compliance with the condition by means of the corresponding agreement in which it declares it.

In the event that the aforementioned authorization is not obtained before the indicated period, the resulting vacancy could be covered by co-optation after the holding of the meeting or a nomination of a new candidate would be proposed to a subsequent general meeting of shareholders.

As a result of the appointments and re-elections foreseen in this agreement, the number of directors is fixed at fourteen members.

**Fifth. Re-election of the auditors of the Company and its consolidated group.**

**Proposal:**

Re-election of PricewaterhouseCoopers Auditores, SL, with its registered office in Madrid, Paseo de la Castellana 259B, Torre PwC, with Tax ID B-79031290 as auditors of the Company and its Consolidated Group for 1 year.

The Board of Directors of the Company is empowered, with the power to delegate to the Executive Committee or the Managing Director, to enter into a contract for the hire of services from PricewaterhouseCoopers Auditores, S.L. for the period stated and under the conditions and clauses that the case may require.

**Sixth. Approval of the remuneration policy for Directors for the years 2018 to 2020.**

**Proposal:**

Approve, in accordance with the provisions of article 529r of the Capital Companies Act, the Remuneration Policy for the Directors of the Company for fiscal years 2018, 2019 and 2020, the text of which has been made available to

the shareholders from the convocation date of this General Shareholders' Meeting.

Said Remuneration Policy establishes the maximum amount of the annual remuneration to be paid to all the directors in their capacity as such, in accordance with the provisions of Article 529 of the Capital Companies Act.

**Seventh. Delegation of the powers to interpret, supplement, rectify, execute and formalise the resolutions adopted by the General Shareholders' Meeting.**

**Proposal:**

Without prejudice to the delegations included in previous agreements, it is agreed:

A) To expressly delegate to the Board of Directors, with all the necessary legal powers, to:

1.- Interpret, clarify, specify, complete or correct the resolutions adopted by this general shareholders' meeting, or those set out in any texts or documents issued in execution thereof, and in particular, any omissions, defects or errors of substance or form that might prevent the registration of these agreements and their consequences in the trade and Commercial Registry.

2.- Resolve any doubts that may arise in relation to the resolutions adopted by this general shareholders' meeting.

3.- Carry out any legal acts or deals that are necessary or convenient for the execution of the resolutions adopted by this general shareholders' meeting, granting as many public or private documents deemed necessary or convenient for these agreements.

4.- Delegate to one or several of its members, jointly or severally, or in the Executive Committee, with powers of substitution, all or part of the powers it deems appropriate from those that correspond to the Board of Directors and assigned to it by this general shareholders' meeting.

B) Expressly empower, and as broadly as required by law, the Chairman of the Board of Directors, the Managing Director and the secretary of the Board of Directors, so that any of them may, interchangeably and with their sole signature, and with respect to the resolutions adopted in this general shareholders' meeting, record such agreements in a public deed, particularly empowering them in all matters necessary for their development and compliance; to sign any public or private documents required and to perform as many actions necessary for proper implementation, including the publication of legal notices, before any public or private bodies or agencies, until they are registered in the trade and Commercial Registry or other public records where applicable, with the power even to grant deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written qualification of the trade and Commercial Registry - even being able to request the partial registration of the registrable agreements -, of the National Securities Market Commission and any other competent public or private body; to carry out as many formalities as possible before the competent bodies in order to execute and carry out the approved agreements and to process files and documentation of any kind that may be

necessary before the National Stock Market Commission and other public or private bodies when necessary, and in general for all actions related to the resolutions adopted in this General Shareholders' Meeting.

**Eighth. Consultative vote on the Annual Report on the Remuneration of Directors for 2017.**

To approve the annual remuneration report for 2017, approved by the Board of Directors, which has been made available to the shareholder together with the other documentation on the General Shareholders' Meeting from the date of its convocation, which is subject to an advisory vote.