

FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF ENCE ENERGÍA Y CELULOSA, S.A. TO THE SHAREHOLDERS AT THE ANNUAL ORDINARY SHAREHOLDERS' MEETING CALLED FOR 30 JUNE 2014 AT FIRST AND SOLE CALL

One.- Examination and approval, if appropriate, of the financial statements and the directors' report, both of ENCE ENERGÍA Y CELULOSA, S.A., as well as of its corresponding consolidated group, for 2013 and of the management of its board of directors during the aforementioned year.

Proposal:

Approve the financial statements and the directors' report of both ENCE ENERGÍA Y CELULOSA, S.A. and its corresponding consolidated group for the year ended 31 December 2013 as prepared by the Company's board of directors in its meeting held on 27 March 2014, as well as the management of the Company by the board of directors of ENCE ENERGÍA Y CELULOSA, S.A. in the aforementioned year.

Two.- Examination and approval, if appropriate, of the proposed distribution of the profit of ENCE ENERGÍA Y CELULOSA, S.A.

Proposal:

Approve the distribution of the profit for 2013 amounting to EUR 7,452,000 in the following manner:

Distributable profit:

| | |
|---------------------|---------------|
| Profit for the year | EUR 7,452,000 |
|---------------------|---------------|

Distribution:

| | |
|----------------------------------|---------------|
| a) To distribution of dividends: | EUR 7,452,000 |
|----------------------------------|---------------|

The dividend will be paid in cash on 11 July 2014, for a gross amount of EUR 0.03 per ENCE ENERGÍA Y CELULOSA, S.A. share with the right to receive it and which is outstanding on the date on which the corresponding payment is made.

Persons who appear as the owners of ENCE ENERGÍA Y CELULOSA, S.A. shares at market close on 10 July 2014 in the accounting books of the entities which participate in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) will have the right to a dividend. Where appropriate, the amounts required by law will be withheld from the gross amounts paid.

Three.- Approval of shareholder remuneration with a charge to voluntary reserves

Three A: Proposed shareholder remuneration consisting of a distribution in kind from the share premium reserve through the delivery of treasury shares to shareholders.

Three B: Proposed distribution of a cash dividend with a charge to unrestricted voluntary reserves.

Proposal:

Three A:

Approve a shareholder remuneration consisting of the distribution in kind of a portion of the share premium reserve through the delivery of treasury shares representing the Company's share capital to the shareholders of ENERÍA Y CELULOSA, S.A. in a proportion of 1 share for each 32 outstanding shares.

The maximum number of shares to be delivered will therefore be 7,577,233 treasury shares of ENCE ENERÍA Y CELULOSA, S.A.

The share premium is a result of the share capital increase approved by the Board of Directors on 3 March 2010 while exercising the power conferred to it by the shareholders at the General Meeting held on 25 June 2008, for a nominal value of EUR 74,801,601 and a share premium of EUR 55,270,071.85.

The foregoing entails that a charge will be made to the share premium reserve for an amount equivalent to the result of measuring each share to be delivered at the weighted average price of the ENCE ENERÍA Y CELULOSA, S.A. share in the Stock Market Interconnection System on the trading day immediately prior to the General Meeting in which the shareholders approve this resolution, with a maximum equivalent to the corresponding price so that, under no circumstances, will the charge to the share premium reserve exceed the total amount of the balance of said account.

The distribution in kind will be made to persons who at market close on 10 July (the "**Authorisation Date**") appear as the owners of ENCE ENERÍA Y CELULOSA, S.A. shares in the accounting books of the entities which participate in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) with the exception, in all cases, of the treasury shares owned by the Company on the date the board makes this proposed resolution.

The shares will foreseeably be delivered between the seventh trading day following the Authorisation Date, i.e., 21 July, and the eighth trading day following the Authorisation Date, i.e., 22 July, through the systems and mechanisms established by IBERCLEAR.

In order to facilitate the proper execution of the transaction, the financial institution which will be designated for such purposes by the Company (hereinafter, the "**Agent Entity**") will be responsible for coordinating and completing with IBERCLEAR and its Participating Entities the procedures and transactions necessary or merely advisable to carry out the distribution and payment in kind referred to in this resolution.

Furthermore, it is hereby resolved that a mechanism aimed at facilitating the distribution to those shareholders who, on the Authorisation Date, own shares which exceed a multiple of 32 or which do not reach the aforementioned figure of 32:

1. The Company will provide the Agent Entity with the total number of treasury shares to be distributed in accordance with that established in this resolution.

2. The Agent Entity, acting for and on behalf of the Company, will deliver to the Company's authorised shareholders the full number of Company shares which correspond to them pursuant to the redemption relationship of 1 share for each 32 shares owned by the shareholder.
3. With regard to Company shareholders who own a number of shares which exceeds a multiple of 32 or which does not reach the aforementioned figure of 32, and taking into account that, with respect to the fractions or odd lots arising from the foregoing, they would not be eligible to receive a Company share, the Agent Entity will, in its place, pay the equivalent amount of the fractions or odd lots owed to the aforementioned shareholders in cash. The Agent Entity will receive the aggregate number of treasury shares delivered by the Company which would have been distributed to the shareholders for the aforementioned odd lots or fractions and, where applicable, may retain them once the transaction is complete.
4. The value of the compensation for the fractions or odd lots will be determined based on the arithmetic mean of the weighted average exchange of the Company shares in the Spanish Stock Market Interconnection System in the three (3) trading days prior to the Authorisation Date.

The shareholder will be responsible for any fees or expenses that, in accordance and in compliance with current legislation, may be incurred by its respective entities participating in IBERCLEAR or the custodians with respect to the transaction.

Likewise, it is hereby resolved to empower the Company's Board of Directors and its managing director, in both cases with the express powers of substitution, as many powers as may be necessary under law for the full execution and effectiveness of this resolution and they may for such purposes clarify, rectify, correct, complete or implement this resolution when it is necessary that any item be amended for legal, tax or operating purposes, to designate the Agent Entity, execute any documents, public or private and, in general, perform as many actions as necessary or appropriate to carry out as many formalities or procedures as necessary for the successful completion of this transaction.

Three B:

Approve the distribution of a cash dividend with a charge to unrestricted reserves for a total gross amount of EUR 12,123,573.

The dividend will be paid in cash on 11 July for a gross amount of EUR 0.05 per ENCE ENERGÍA Y CELULOSA, S.A. share with the right to receive it and which is outstanding on the date on which the corresponding payment is made.

Persons who appear as the owners of ENCE ENERGÍA Y CELULOSA, S.A. shares on 10 July in the accounting books of the entities which participate in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de

Valores, S.A. (IBERCLEAR) will have the right to a dividend. Where appropriate, the amounts required by law will be withheld from the gross amounts paid.

Four.- Re-election and appointment of directors.

Four A: Proposed re-election of Mr. Ignacio de Colmenares Brunet.

Four B: Proposed re-election of Mr. Pedro Barato Triguero.

Four C: Proposed re-election of Mr. Pascual Fernández Martínez.

Four D: Proposed appointment of Mr. Víctor Urrutia Vallejo.

Four E: Proposed appointment of Mendibea 2002, S.L.

Proposal:

Four A:

Re-elect as director for the statutory period of three years from the date of approval of this resolution Mr. Ignacio de Colmenares Brunet in the capacity of executive director.

Four B:

Re-elect as director for the statutory period of three years from the date of approval of this resolution Mr. Pedro Barato Triguero in the capacity of independent director.

Four C:

Re-elect as director for the statutory period of three years from the date of approval of this resolution Mr. Pascual Fernández Martínez in the capacity of proprietary director.

Four D:

Appoint as a member of the board of directors for the statutory period of three years from the date of approval of this resolution Mr. Víctor Urrutia Vallejo in the capacity of proprietary director.

Four E:

Appoint as a member of the board of directors for the statutory period of three years from the date of approval of this resolution Mendibea 2002, S.L. in the capacity of proprietary director.

As a result of this re-elections and appointments envisaged in this resolution, the number of directors is set at 13.

Five.- Re-election of auditors.

Proposal:

For the purposes of that envisaged in article 42 of the Code of Commerce, article 264 of the Spanish Companies Law and related articles of the Mercantile Registry Regulations, it is hereby resolved to re-elect PricewaterhouseCoopers Auditores, S.L., with registered office in Madrid at Paseo de la Castellana 259B, Torre PwC and Tax Identification Number

B-79031290 as the auditors of the Financial Statements and Directors' Report of the Company and its consolidated Group for a period of one year.

The Company's board of directors is empowered to arrange the related service agreement with the signature of PricewaterhouseCoopers Auditores, S.L. for the aforementioned period and under the conditions and clauses required.

Six.- Delegation of powers to formalise, interpret, correct and execute the resolutions adopted by the shareholders at the general meeting

Proposal:

Without prejudice to the powers included in the preceding resolutions, it is hereby resolved:

A) To expressly empower the board of directors, as broadly as may be necessary under law to:

1.- Correct, clarify, specify or complete the resolutions adopted by the shareholders at this general meeting, or those which are included in as many deeds or documents executed in relation hereto and, particularly, as many omissions, flaws or fundamental or formal errors which impede access to these resolutions and the consequences to the mercantile register.

2.- Resolve as many doubts which arise with regard to the resolutions adopted by the shareholders at this general meeting.

3.- Carry out as many legal acts or as much legal business as necessary or appropriate for the execution of the resolutions adopted by the shareholders at this general meeting, and execute as many public or private documents as they deem necessary or advisable for these resolutions.

4.- Grant one or various of its members, jointly or severally, or the executive committee, with powers of substitution, all or a portion of the powers deemed appropriate out of those which correspond to the board of directors and those attributed to them by the shareholders at this general meeting.

B) Expressly grant such powers as may be necessary by law, to the chairman of the board of directors, the managing director, the secretary and the vice secretary of the board of directors, so that any of them, indistinctly with their sole signature, and with regard to the resolutions adopted by the shareholders at this general meeting, may execute these resolutions in a public deeds, empowering them in particular to carry out everything necessary for its implementation and completion; to sign as many public or private documents as necessary and to carry out as many acts as necessary for its successful execution, including the publication of legal announcements before any organisations or public or private institutions, until it is registered in the mercantile register or in other public registers where appropriate, and they may also execute deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written description of the mercantile register, including requesting the partial registration of the registrable resolutions, the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores - CNMV) and any other competent public or private organisation in order to execute and successfully complete

the resolutions approved and for the processing of the files and documentation of all types necessary before the Spanish National Securities Market Commission and other competent public or private organisations when necessary, and in general for any acts which are appropriate with respect to the resolutions adopted in this general meeting.

Seven.- Consultative vote on the annual director remuneration report for 2013

The annual remuneration report which was approved by the board of directors and made available to the shareholders together with the other documents for the general meeting from the date of the call is submitted for a consultative vote.

Eight.- Reporting to the shareholders at the general meeting regarding the amendments made to the board of directors regulations

For informational purposes only, the shareholders at the general meeting are hereby notified that the board of directors approved in its meeting held on 27 May 2014 certain amendments to some of the articles of the board of directors regulations under the terms contained in the report which was made available to the shareholders as indicated in the call notice.