



RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF NICOLAS CORREA, S.A. TO BE ADOPTED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HOLD ON 29 MAY 2019 IN FIRST CALL AND ON 30 MAY 2019 IN SECOND CALL.

PROPOSAL OF RESOLUTIONS TO BE APPROVED BY THE GENERAL SHAREHOLDERS' MEETING.

First.-

To approve the Annual Accounts and the Management Report of the Company corresponding to the financial year 2018, which comprise the balance sheet, the profit and loss account, the statement of cash flows, the total statement of changes in the shareholders' equity and the notes to the accounts, as well as the individual management report, all of them audited by KPMG Auditores, S.L.

The individual annual accounts of the Company, which correspond to the audited accounts and which will be deposited with the Commercial Registry, have been signed by all the members of the Board of Directors.

Second.-

To approve the Annual Accounts and the Management Report of the Consolidated Group of Nicolás Correa, S.A. and its subsidiaries relating to the financial year 2018, which comprise the consolidated balance sheet, profit and loss account, the statement of cash flows, the total statement of changes in the shareholders' equity and the notes to the accounts, as well as the management report of the Group, all of them audited by KPMG Auditores, S.L.

The consolidated annual accounts, which correspond to the audited accounts and which will be deposited with the Commercial Registry, have been signed by all the members of the Board of Directors.

Third.-

To approve the management of the Board of Directors, both at the Company and Group levels, for the financial year 2018.

Fourth.-

To approve the application of the Company's results for the financial year closed on 31 December 2018, which have been proposed by the Directors as follows:

| | |
|---------------------------|--------------|
| <u>Distribution basis</u> | |
| Profits | 7,513,722.15 |
| | |
| <u>Distribution</u> | |
| Voluntary reserves | 5,530,531.36 |
| Capitalization reserve | 139,006.64 |
| Dividend | 1,844,184.15 |



The dividend will be paid from 10 June 2019 onwards, being paid €0.15 gross per share holding dividend rights.

The gross amount will be subject to the withholdings required by the legislation in force.

Paying agent: Caixabank.

Fifth.-

To approve all aspects relating to the maximum amount of remuneration to the Board of Directors.

It is proposed to amend the current limit of €400,000 to €1,500,000 in order to include the fix and variable remuneration of the executive directors in accordance with the recent case law of the Spanish Supreme Court.

Sixth.-

To approve the amendment of article 16 of the by-laws relating to the remuneration of the Board of Directors.

Proposal of new text:

Article 16

The position of Director is remunerated.

The remuneration of the Directors shall consist in the following:

- A) A fix annual remuneration.
- B) A remuneration for attendance to the meetings.
- C) The payment or reimbursement of any reasonable and justified expenses incurred by them for the attendance to the meetings.
- D) Directors who carry out executive or advisory duties other than those of supervision and decision-making inherent to their status as directors, regardless of the nature of their relationship with the company, shall be entitled to receive fix or variable labour or professional remunerations, in cash or in kind, appropriate for the performance of such duties. The remuneration corresponding to the aforementioned duties as well as the other terms and conditions of their relationship must be approved by the Board of Directors and incorporated into the appropriate agreement in accordance with the law and the remuneration policy for the Directors approved by the General Shareholders' Meeting.
- E) Any compensation or reparation derived for the termination of their functions.
- F) Deliver or transfer of treasury shares to Directors with executive duties, directly or as a consequence of the exercise of their stock option rights, all within the framework of the remuneration systems linked to the market value of the company's shares duly approved.



G) Use of a company's car under a renting regime.

The maximum amount for the remuneration of Directors shall be fixed by the General Shareholders' Meeting and shall remain in force until any amendment is approved.

The Board of Directors shall be in charge of the distribution of the remuneration among the Directors in the way, time and proportion it freely determines, within the maximum amount approved by the General Shareholders' Meeting, although there may be different remunerations among its members. The Board of Directors shall also be in charge of determining the frequency and method of payment of the remuneration.

The remuneration policy of Directors shall determine their remuneration, complying with the remuneration system foreseen in the by-laws.

The remuneration policy of the Board of Directors shall be approved by the General Shareholders' Meeting, at least every three years, as an individual resolution in the agenda of the meeting.

This remuneration policy of the Board shall comply with the by-laws, the Regulations of the Board of Directors and the legislation in force at any time.

The report related to this by-laws amendment is available to all shareholders on the Company's website.

Seventh -

Re-election of the members of the Board of Directors:

- a) Re-election of Mr. José Ignacio Nicolás-Correa, as dominical director, for the term of 4 years.
- b) Re-election of Ms. Carmen Pinto Fuentes as executive director, for the term of 4 years.
- c) Dismissal and re-election of Mr. Rafael Miranda Robredo, as independent director, for the term of 4 years.
- d) Re-election of Mr. Alfredo Saenz Abad, as independent director, for the term of 4 years.
- e) Re-election of Sancor Capital, S.L., represented by Ms. Bibiana Nicolás Correa, as dominical director, for the term of 4 years.
- f) Re-election of Mr. Felipe Oriol Diaz de Bustamante under the category of other external directors, for the term of 4 years.
- g) Re-election of Ms. Ana Nicolás Correa Barragán under the category of other external directors, for the term of 4 years.

The Board of Directors will be comprised by 7 members.

Mr. José Ignacio Nicolás-Correa Barragán will continue acting as Chairman.



Ms. Ana Nicolás-Correa Barragán will continue acting as Secretary.

Ms. Bibiana Nicolás-Correa Vilches will continue acting as Vice-Chairman non-director.

The reports and profiles of the proposed directors are available on the Company's website.

Eighth.-

To approve the application to the Managing Director of a delivery plan of Nicolás Correa, S.A.'s shares as part of her remuneration, as well as the ratification of preliminary proceedings.

To approve, in accordance with article 219 of the Spanish Companies Act, the application to the Managing Director of a delivery plan of Nicolás Correa, S.A.'s shares as part of her remuneration (the "**Plan**") under the terms of the report issued by the Appointments and Remuneration Committee on 28 March 2019, which has been made available to shareholders together with the rest of the documentation relating to the General Shareholders' Meeting since the date of its call.

The main terms of the Plan are as follows:

- 1. Purpose and description:** The plan is part of the variable remuneration of Ms. Carmen Pinto Fuentes in relation to her appointment as Managing Director of the Company and it is included in the mercantile agreement entered into between Ms. Carmen Pinto Fuentes with the Company. The plan is conditioned upon the compliance with an amount of earnings before taxes of the Company's detailed in the Company's Business Plan approved for the financial years 2017, 2018 and 2019. For each year in which the earnings before taxes of the Business Plan is fulfilled, 33.33% of the shares that the Company holds on that time as treasury shares will be delivered to the Managing Director (as of today 66,198 shares). The corresponding payment on account will be assumed by the Company given that delivery of shares is considered as a remuneration in kind.
- 2. Payment method:** The payment for the transfer of treasury shares shall be made after drawing up the accounts for the corresponding financial year.
- 3. Addressees:** The Managing Director.
- 4. Cost of the Plan:** 66,198 shares at €4.16 per share, i.e. €275,383.68.
- 5. Maximum number of shares assigned to the Plan:** 66,198 shares.
- 6. Value of the shares taken as reference:** €4.16.
- 7. Duration of the Plan, dates and deadlines:** The plan will take three years. Deliveries were carried out in 2018 and 2019. A new one would be formalized in the first quarter of 2020 after drawing up the annual accounts relating to financial year 2019.

It is also proposed to ratify the delivery of 44,132 NCSA's shares to the Managing Director by the Company in 2018 and 2019, on the basis of the Plan.



On the other hand, it is proposed to authorise the Board of Directors, with authorities of substitution and delegation, so it can implement, develop, formalize, execute and liquidate the Plan, adopting as many resolutions and signing as many documents, public or private, as may be necessary or convenient for its full effects, with the authority to correct, rectify, amend or complement this resolution.

Ninth.-

To approve the amendments relating to the current Remuneration Policy for Directors for the financial years 2018, 2019 and 2020, which was approved by the General Shareholders' Meeting held on 26 April 2018 in order to adapt the remuneration policy to the new composition of the Board of Directors and the case law of the Spanish Supreme Court.

The proposed amendment and the corresponding report are available on the Company's website.

Tenth.-

To authorise the Board of Directors of the Company for the acquisition of treasury shares, by sale or any other *intervivos* act directly or through companies within its consolidated group, during a period of eighteen months, up to a maximum of a five per cent of the share capital, for a minimum price corresponding to the share's face value and a maximum of ten euros, as well as its transfer, by revoking the authorisation granted by the General Shareholders' Meeting held on 26 April 2018.

It is expressly stated that the authorisation granted to acquire shares of Nicolas Correa, S.A. may be used in whole or in part for the Company to deliver or transfer shares to its directors or employees or those in any subsidiary within its group, directly or as a consequence of the exercise of their option rights. All within the framework of the remuneration systems linked to the market value of the Company's shares duly approved.

Eleventh.-

To authorise the Board of Directors to increase the Company's share capital, one or more times, up to a maximum of half of the share capital amount and during a term of five years, within the limits and requirements established in article 297.1.b of the Spanish Companies Act, annulling the authorisation granted by the General Shareholders' Meeting held on 26 April 2018.

Twelfth.-

Consulting vote relating to the annual report on remuneration of the Directors for the financial year 2018.

The full text is available on the Company's website and on the CNMV's website.

Thirteenth.-

To authorise the Board of Directors to interpret, amend, supplement, execute and implement the resolutions adopted by the General Shareholders' Meeting, as well as to replace the authorities received from the General Shareholders' Meeting and to grant authorities to execute such resolutions in the corresponding public deed and to formalize the mandatory deposit of accounts.