

PROPOSED DECISIONS AGREED BY THE BOARD OF DIRECTORS OF GRUPO EMPRESARIAL SAN JOSÉ, S.A. FOR THE ANNUAL GENERAL MEETING THAT WILL TAKE PLACE ON 27 JUNE 2019 ON FIRST CALL AND ON 28 JUNE 2019 ON SECOND CALL.

First. Examination and approval, if applicable, of the annual financial statements and the management report of the Company and its consolidated group, for the year ending 31 December 2018.

Proposed decision:

To agree on the individual and consolidated financial statements of GRUPO EMPRESARIAL SAN JOSÉ, S.A. and subsidiaries and the relevant directors' reports for the year ended 31 December 2018, as formulated by the board of directors of the Company at its meeting on 28 February 2019.

Second. Examination and approval, if applicable, of the report on the consolidated statement of non-financial information (Annual Sustainability Report of the Board of Directors) for the fiscal year ended December 31, 2018.

Proposed decision:

To agree on the report on the state of non-financial information corresponding to the fiscal year ended December 31, 2018, which forms part of the management report.

Third. Examination and approval, if applicable, of the application proposal of profit for the year ending on 31 December 2018.

Proposed decision:

To agree on the application of profit for the year ending 31 December 2018, amounting to EUR 490,230 according to the following breakdown:

Basis of application:

Profit for the year € 490,230

Application:

To offset previous losses € 490,230

Fourth. Examination and approval, if applicable of the management of the Board of Directors of the Company during the year ending 31 December 2018.

Proposed decision:

To agree on the management of the Board of Directors of the Company for the year ending 31 December 2018.

Fifth. Re-appointment of board members:

Proposed decision:

Fifth A: Re-appointment of Mr. Enrique Martín Rey as dominical director, on proposal of the Board of Directors.

Proposed decision:

To re-appoint, on proposal of the Board of Directors, Enrique Martín Rey as dominical director, for the statutory appointment period of four years as from the date of approval of this resolution.

Fifth B: Re-appointment of Mr. José Manuel Otero Novas as independent director., on proposal of the appointments, remuneration and good governance committee.

Proposed decision:

To re-appoint, on proposal of the appointments, remuneration and good governance committee, José Manuel Otero Novas as independent director., for the statutory appointment period of four years as from the date of approval of this resolution.

Sixth. Re-appointment of the auditors of the Company and its consolidated group.

Proposed decision:

To agree in the re-appointment of Deloitte, S.L., with registered office in Madrid, Plaza Pablo Ruiz Picasso 1, Torre Picasso, and C.I.F. B-79104469 as auditors of the financial statements and the management report of the Company and its consolidated group, for one year.

The board of directors of the Company, with powers to delegate on the president of the board of directors and the general manager, is empowered to enter into the service contract with Deloitte, S.L. for the abovementioned period and under the terms and conditions required.

Seventh. Delegation of powers to interpret, complement, amend, execute and formalise the resolutions adopted by the general shareholders' meeting.

Proposed decision:

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

A) To expressly delegate to the board of directors, with all the necessary powers in law, to:

1.- To interpret, clarify, complete or correct, the resolutions adopted by the general shareholders' meeting, or those recorded in any deeds or documents granted in execution thereof, and in a particular any omissions, defects, formal or substantial errors which may prevent the access of these agreements to the trade registry of companies.

2.- To solve any doubts that may arise in relation to the resolutions adopted

by the general shareholders' meeting.

3.- To carry out as many legal acts or transactions deemed necessary or convenient for the execution of the resolutions adopted by the general shareholders' meeting, granting any public or private documents deemed necessary or convenient for the present agreements.

4.- To delegate to one or more of its members, jointly or severally, or in the executive committee, with powers of substitution, all or part of the faculties deemed appropriate from among those that correspond to the board of directors and that have been granted by the general shareholders' meeting.

B) To expressly authorize, as broadly as is required by law, the chairman of the board of directors, the chief executive officer the secretary and vice-secretary of the board of directors, so that either of them, with their sole signature, and with regard to the resolutions adopted in the general shareholders' meeting, may grant such agreements in a public deed, empowering them, in all that may be deemed necessary; to sign as many public or private documents to carry out all the actions agreed upon in the best execution, including the publication of legal announcements before any public or private agencies or bodies, until they are registered in the trade registry of companies or in other public records where applicable, and may even grant deeds of ratification, rectification and clarification, in view of verbal suggestions or written qualification of the trade registry -even being able to request partial registration of the registrable agreements-, the National Stock Market Commission and any other competent public or private body; to carry out all relevant procedures before the competent bodies in order to execute and complete the resolutions adopted and for filing any records and documentation of any kind that may be deemed convenient before the National Stock Market Commission and other public bodies or private entities whenever deemed necessary, and in general all actions related to the resolutions adopted at this general meeting.

Eighth. Consulting vote on the 2018 annual directors' remuneration report.

Proposed decision:

Advisory vote on the 2018 annual directors' remuneration report passed by the board of directors. The referred report is available to the shareholders with all the documents related to the general meeting as from the notice of the call.