

**GRUPO EMPRESARIAL SAN JOSÉ, S.A.  
CALL FOR THE ANNUAL GENERAL MEETING**

By resolution of the Board of Directors, at its meeting held on 9 May 2019, the annual general meeting is convened to take place on first call on 27 June 2019 at 12:00, at 11, Ronda de Poniente, Tres Cantos, Madrid and on second call the following day, on 28 June 2019, at the same time and in the same venue, in order to deliberate and resolve on matters included in the following:

**AGENDA**

**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.

**Second.** Examination and approval, if applicable, of the non-financial consolidated report (Sustainability Annual Report) for the year ending 31 December 2018.

**Third.** Examination and approval, if applicable, of the application proposal of the profit for the year ending on 31 December 2017.

**Fourth.** Examination and approval, if applicable, of the management of the board of directors of the Company during the year ending 31 December 2017.

**Fifth.** Re-appointed of members of the Board of Directors:

**Fifth A:** Re-appointment of Mr. Enrique Martín Rey as nominee director.

**Fifth B:** Re-appointment of Mr. José Manuel Otero as independent director.

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

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

**Eighth.** Advisory vote on the 2018 annual directors' remuneration report.

## **ADDENDUM TO THE ANNOUNCEMENT AND SUBMISSION OF THE PROPOSED RESOLUTIONS**

Pursuant to the provisions of the Companies Act, shareholders representing at least three percent of the share capital, may request an addendum to the announcement of the general meeting, including one or more items of the agenda (provided that such new items have attached an explanation, or if applicable, a proposed resolution); and have the right to propose resolutions regarding items included or to be included on the agenda of the general meeting. The exercise of these rights shall be made by means of effective notification, which must be received at the registered office (Pontevedra, calle Rosalía de Castro nº 44, 36001) within five days after the announcement of this meeting, detailing the identity of the shareholders who are exercising the right, the number of shares they hold, as well as the items to be included into the agenda or the proposed resolutions, followed, if applicable, by other documentation which may be deemed necessary.

The addendum to the announcement shall be published at least fifteen days prior to date when the meeting will take place.

The foregoing is understood without prejudice to the right of any shareholder during the course of the general meeting to make proposals on items that do not need to be included in the agenda under the terms established in the Companies Act.

### **RIGHT TO INFORMATION**

In accordance with the provisions of the Companies Act, shareholders have, as from the notice of the general meeting, the right to examine copies of the following documentation at the Company's registered office, located at Pontevedra, calle Rosalía de Castro nº 44, 36001, or at the Company's website (<http://www.gruposanjose.biz>) or request they be delivered, immediately and without charge:

1. This call notice for the meeting.
2. The full text of the proposed resolutions that will be discussed in the general meeting.
3. The financial statements and management report, of the Company and its subsidiaries, for the year ending 31 December 2016, with the relevant auditors' reports.
4. The annual corporate governance report for the year ending 31 December 2016.
5. The 2016 annual directors' remuneration report.
6. The amendment proposal for the directors' remuneration policy, subject to the approval of the general meeting.
7. The report of the appointments, remuneration and corporate governance committee on the amendment of the directors' remuneration policy.
8. The report of the audit committee on the independence of the auditor.
9. The application form for the attendance card, delegation, and postal voting.

As from the notice of the call, all the referred documents will be available to all Shareholders at the registered office (Pontevedra, calle Rosalía de Castro nº 44, 36001) and the corporate website (<http://www.gruposanjose.biz>) until the general meeting takes place.

From the notice of the call, the total number of shares and voting rights as of the date of the notice and, if applicable, the resolutions proposed by the shareholders in accordance with compulsory and statutory provisions, will be available on the corporate website of the Company (<http://www.gruposanjose.biz>).

For the purposes of exercising the right to information prior to the general meeting in accordance with provisions of Articles 197 and 520 of the Companies Act, and in accordance with article 9 of the general shareholders' meeting regulations, until the fifth day prior to the date when the general meeting will take place, the shareholders may, in addition to their right to information on the matters included in the agenda, request information or clarifications, or draft written questions about information available to the public provided by the Company to the National Stock Market Commission as from the date the previous general meeting was held, and about the auditor's report. Requests for information may be submitted at the registered office (Pontevedra, calle Rosalía de Castro nº 44, 36001) or sent by courier to that address. The applicant must provide evidence of his/her identity and status as a shareholder. The shareholder will have the burden of proof of the submission of the request in the appropriate manner and deadline. The Company's website includes detailed information with regard to the exercise of shareholders' right to information, under the terms legally envisaged.

## **RIGHTS OF ATTENDANCE, REPRESENTATION AND REMOTE VOTING**

### **1. Right of attendance**

In accordance with the provisions of article 16 of the articles of association and article 8 the general shareholders' meeting regulations, all shareholders who, individually or jointly with other shareholders, hold a minimum of one hundred shares, are entitled to the right of attendance.

The Shareholders that do not reach the minimum number of shares required to attend the general meeting in accordance with the abovementioned provisions may group with other shareholders in the same situation to meet the minimum required, delegating the attendance to the meeting to one of the members of the group.

In order to attend the meeting, the shareholder must (i) have registered his/her shares in the corresponding share registry book at least five days prior to the date of the meeting, and (ii) have the relevant attendance card or certificate issued by the entity in charge of the share registry. Alternatively, they may attend the general meeting with the attendance card available on the Company's website, ready to print and use by those who wish to do so.

Accreditations will be accepted until 12:00 noon, the scheduled time for the beginning of the meeting. We would be grateful that shareholders attend the meeting with sufficient time to allow for registration and organisation purposes.

## **2. Right of representation**

Any shareholder may be represented at the General Meeting by means of another person in accordance with the provisions of the Companies Act, Article 16 of the articles of association, and the general shareholders' meeting regulations.

Notwithstanding what is established by law for family proxy representation and the granting of general powers, proxy representation shall be conferred in writing and with special character for this meeting, duly completing and signing the attendance card and proxy representation form provided by the depositary institution or the Company itself, and which is available on the Company's website ready to print and use by those who wish to do so.

Proxy representation may also be notified to the Company by post by sending the attendance card and proxy representation form provided by the depositary institution or the Company itself to the registered office, duly completed and signed. Proxy representation notified by this means shall be received by the Company earlier than midnight on the first day prior to the date provided for the General Meeting on first call. Otherwise, the proxy representation shall not be valid and will be deemed not granted. The proxy shall only be able to exercise the voting right by attending personally the general meeting. When lacking voting instructions with regard to matters not included in the agenda, the proxy shall vote in the form deemed most appropriate for the interest of the represented party. Proxy representation is always revocable. Attendance, either in person or by having cast remote vote, involves the revocation of any proxy representation, regardless of the date.

## **3. Remote voting**

Shareholders may cast their vote on the proposals relating to items included in the agenda by mail, submitting or sending them to the Company's registered office (Pontevedra, calle Rosalía de Castro nº 44, 36001) a written document with the vote, accompanied by the attendance card issued by the share registry, duly signed.

If the cards issued by the referred entities do not envisage the possibility of postal remote voting, shareholders entitled to attend the general meeting who wish to cast their vote by such means may obtain the referred card at the Company's website, ready to print and use by whoever wishes to do so. This card, duly completed and signed, shall be submitted to the Company at the registered address (Pontevedra, calle Rosalía de Castro nº 44, 36001) together with the attendance card provided by the depositary institution or the Company under the terms stated above.

For them to be valid, remote votes must be received by the Company, at its corporate address, before the midnight of the third day prior to the date when the general meeting is planned to be held on first call.

The Shareholders with the right of attendance who cast their votes according to the indicated terms will be considered as present for the purposes of the calling of the meeting and, consequently, proxy representations granted before will be revoked and the ones given thereafter will be deemed not granted. Votes cast by post will be void by express revocation by the physical attendance to the meeting of the shareholder who issued it and by the disposal of the shares whose voting rights have been exercised, with the knowledge by the Company.

## **SHAREHOLDERS FORUM**

In accordance with article 539.2 of the Companies Act, for the purpose of the general meeting, the Company has enabled an electronic shareholders forum on the corporate website ([www.gruposanjose.biz](http://www.gruposanjose.biz)). The forum will be accessible for both the shareholders and the voluntary associations constituted and registered in the special register authorised by the CNMV. The forum's rules are available on the Company's website.

Proposals intended as a complement to the agenda announced in the call, requests for adherence to such proposals, initiatives to reach the percentage requires to exercise a minority right provided by law, as well as offers or requests for voluntary representation shall be made available on the forum.

The forum does not constitute a channel of communication between the Company and its shareholders and is available only for the purpose of facilitating communication between the shareholders of GRUPO EMPRESARIAL SAN JOSÉ, S.A. for the purposes of the general meeting.

## **PERSONAL DATA PROTECTION**

The Company informs its shareholders that the personal data obtained during the process of delegation and requests for information, will be incorporated into a computer file, under the responsibility of the Company, for the purpose of managing the control and compliance of the existing shareholding relationship. The collection of such data by the Company is revocable and does not have retroactive effects, in accordance with the provisions of the legislation on personal data protection. The shareholder may exercise the rights of access, rectification, opposition, cancellation and any other actions related to data obtained by the Company by writing to the registered office, through the Shareholder Services, all in accordance with Law 15/1999 on Personal Data Protection, as well as its implementing regulations.

## **NOTARY INTERVENTION AT THE GENERAL MEETING**

The board of directors has agreed to require the attendance of a notary public for the drafting the minutes of the general meeting in accordance with the provisions of article 203 of the Companies Act.

## **GENERAL INFORMATION**

For the matters regarding the general meeting which are not included in this announcement, the shareholders may check the general shareholders' meeting regulations which are available on the Company's website and that of the CNMV, together with all information and documentation relating to the items of the agenda.

## **EXPECTED DATE FOR THE MEETING**

Shareholders are informed that, in accordance with other years' experience, the meeting is expected to be held ON FIRST CALL, on 27 June 2019, at the venue and time mentioned above.

Madrid, 9 May 2019  
Secretary to the Board of Directors  
Fernando Calbacho

**REMARKS:** This call is published on the corporate website of Grupo San José, on the CNMV website and, by means of an advertisement, in one of the largest circulation newspapers in Spain, and in the Spanish stock market.