

PROPOSED RESOLUTIONS

- To approve the Annual Accounts, both individual and consolidated, relating to fiscal year 2005.

- To approve the distribution of profits as proposed by the Board of Directors, and as a result, to pay a total dividend of 0.32 euros gross per share to shares numbered from 1 to 238,900,706, both inclusive. Part of this dividend, in the amount of 0.17 euros gross per share was advanced under a resolution of the Board of Directors passed on 26 October 2005, and the remainder, up to the approved total, will be paid as from 5 May 2006.

- To approve the management of the Board of Directors during fiscal year 2005.

- To amend Article 5 of the Regulations of the General Meetings of Shareholders, which shall have the following wording:

“Article 5. Notice of a Call”

A General Meeting must be called by way of a notice published in the “Official Bulletin of the Companies Register” and in one large-circulation daily newspaper in the province where the Company has its registered address, at least one month prior to the date set down to hold the meeting. The call must likewise be accessible through the Company’s web page.

The notice must state the date of the meeting on first call and all of the matters to be dealt with at the meeting.

Shareholders that represent at least five per cent of the share capital may request that a complement to the call of the general meeting of shareholders be published, adding one or more points to the agenda. This right shall be exercised by delivering a faithful notice, which shall be received at the Company’s registered address within the next five days following the publication of the call.

The complement to the call shall be published at least fifteen days prior to the date set down to hold the meeting”.

- To re-elect Board Members Mr. Carlos Álvarez Jiménez, Mr. Ricardo Blanco Martínez, Mr. Juan Fernández-Layos Rubio and Mr. Filomeno Mira Candel for a further period of four years.

The Remuneration and Appointment Committee has issued a favourable opinion on this proposal for re-election.

- To renew the appointment of the firm Ernst & Young, S.L. as Auditors of the company both for the Individual Annual Financial Statements and for the Consolidated Accounts, should the company be under a duty to formulate such accounts or decide to do so voluntarily, for a period of one year, that is, for fiscal year 2006, notwithstanding that the said appointment may be revoked by the Shareholders' meeting prior to the end of the said period, should there be just cause.
- To delegate the widest of powers to the Chairman of the Board of Directors, Mr. Carlos Alvarez Jiménez, the Executive Vice-Chairman, Mr. Domingo Sugranyes Bickel, and the Secretary to the Board, Mr. José Manuel González Porro so that they may, separately, execute the aforesaid resolutions and engross them in public format whenever necessary, and to adapt them, should the delegates deem this to be pertinent, to conform to any observations made by the Companies Register.
- To thank all those involved in the management of the company for their loyal cooperation during this fiscal year.