

None of the Group companies granted any advance payments or loans to directors, or have provided guarantees on their behalf during fiscal year 2018.

B.14. Provide details on the remuneration in kind accrued by the directors during the fiscal year, briefly explaining the nature of the different salary components.

During fiscal year 2018, the external directors were also beneficiaries of the current social benefits for fiscal year 2019 and under the terms previously described in section A.1, except in relation to the insured value in the case of death or total disability of the supplementary insurance policy which in fiscal year 2018 was between 300 and 400 percent of the fixed remuneration, with a double indemnity clause for accidental death.

B.15. Explain any other remuneration item other than those indicated above, whatever its nature or the Group company paying it, especially if treated as a related party transaction or if its payment could distort the true and fair image of the total remuneration earned by directors.

No such remuneration was earned under this area during 2018.

B.16. Explique cualquier otro concepto retributivo distinto de los anteriores, cualquiera que sea su naturaleza o la entidad del grupo que lo satisfaga, especialmente cuando tenga la consideración de operación vinculada o su emisión distorsione la imagen fiel de las remuneraciones totales devengadas por el consejero.

There were no other remuneration items other than the ones cited above in fiscal year 2018.

C. BREAKDOWN OF THE INDIVIDUAL REMUNERATION EARNED BY EACH DIRECTOR

| Name | Type | Payment period 2018 |
|--|---------------------------|-------------------------------|
| Mr. ANTONIO HUERTAS MEJIAS | Executive Chairman | From 01/01/2018 to 31/12/2018 |
| Mr. IGNACIO BAEZA GOMEZ | Executive Vice Chairman | From 01/01/2018 to 31/12/2018 |
| Ms. CATALINA MIÑARRO BRUGAROLAS | Independent Vice Chairman | From 01/01/2018 to 31/12/2018 |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | Executive Vice Chairman | From 18/07/2018 to 31/12/2018 |
| Mr. JOSE ANTONIO COLOMER GUIU | Independent director | From 01/01/2018 to 31/12/2018 |
| Mr. GEORG DASCHNER | Independent director | From 01/01/2018 to 31/12/2018 |
| Ms. ANA ISABEL FERNANDEZ ALVAREZ | Independent director | From 01/01/2018 to 31/12/2018 |
| Ms. MARIA LETICIA DE FREITAS COSTA | Independent director | From 01/01/2018 to 31/12/2018 |
| Mr. LUIS HERNANDO DE LARRAMENDI MARTINEZ | Nominee director | From 01/01/2018 to 31/12/2018 |
| Mr. FRANCISCO JOSE MARCO ORENES | Executive Director | From 01/01/2018 to 31/12/2018 |
| Mr. RAFAEL MARQUEZ OSORIO | Nominee director | From 01/01/2018 to 29/12/2018 |
| Mr. FERNANDO MATA VERDEJO | Executive Director | From 01/01/2018 to 31/12/2018 |
| Mr. ANTONIO MIGUEL-ROMERO DE OLANO | Nominee director | From 01/01/2018 to 31/12/2018 |
| Ms. MARIA DEL PILAR PERALES VISCASILLAS | Independent director | From 01/01/2018 to 31/12/2018 |
| Mr. ALFONSO REBUELTA BADIAS | Nominee director | From 01/01/2018 to 31/12/2018 |
| Mr. ANTONIO NUÑEZ TOVAR | Executive Director | From 01/01/2018 to 18/07/2018 |

C.1. Complete the following tables on the individual remuneration for each of the directors (including the remuneration for executive functions) earned during the year

a) Remuneration earned within the company that is the subject of this report:

i) Remuneration in cash (thousands of euros)

| Name | Fixed Remuneration | Subsistence allowances | Remuneration for being part of Board Committees | Salary | Short-term variable remuneration | Long-term variable remuneration | Compensation | Other items | 2018 Total | 2017 Total |
|--|--------------------|------------------------|---|--------|----------------------------------|---------------------------------|--------------|-------------|------------|------------|
| Mr. FERNANDO MATA VERDEJO | | | | 413 | 282 | | | 7 | 702 | 625 |
| Ms. MARIA DEL PILAR PERALES VISCASILLAS | 110 | | 40 | | | | | | 150 | |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | | | | | | | | | | |
| Ms. ANA ISABEL FERNANDEZ ALVAREZ | 110 | | 82 | | | | | | 192 | 146 |
| Mr. RAFAEL MARQUEZ OSORIO | 109 | | 102 | | | | | 2 | 213 | 197 |
| Mr. ANTONIO MIGUEL-ROMERO DE OLANO | 110 | | 102 | | | | | 1 | 213 | 202 |
| Mr. ALFONSO REBUELTA BADIAS | 110 | | 37 | | | | | 2 | 149 | 148 |
| Ms. CATALINA MIÑARRO BRUGAROLAS | 220 | | 82 | | | | | | 302 | 331 |
| Mr. JOSE ANTONIO COLOMER GUIU | 110 | | 139 | | | | | | 249 | 200 |
| Mr. IGNACIO BAEZA GOMEZ | | | | 506 | 353 | 216 | | 38 | 1,113 | 1,018 |
| Mr. LUIS HERNANDO DE LARRAMENDI MARTINEZ | 110 | | 57 | | | | | 2 | 169 | 168 |
| Mr. ANTONIO NUÑEZ TOVAR | | | | 565 | 253 | 336 | | 681 | 1,835 | 1,875 |
| Mr. FRANCISCO JOSE MARCO ORENES | | | | 360 | 258 | | | 3 | 621 | 631 |
| Mr. ANTONIO HUERTAS MEJIAS | | | | 824 | 660 | 576 | | 71 | 2,131 | 2,058 |
| Mr. GEORG DASCHNER | 110 | | 77 | | | | | | 187 | 185 |
| Ms. MARIA LETICIA DE FREITAS COSTA | 110 | | | | | | | | 110 | 110 |

Comments

ii) Breakdown of movements of the share-based remuneration systems and gross profit of the consolidated shares or financial instruments

| Name | Name of the Plan | Financial instruments at the beginning of 2018 | | Financial instruments granted during 2018 | | Financial instruments consolidated in the financial year | | | | Expired and non-exercised instruments | Financial instruments at the end of 2018 | |
|---------------------------------|------------------|--|----------------------|---|----------------------|--|-----------------------------------|----------------------------------|--|---------------------------------------|--|----------------------|
| | | N° of instruments | N° equivalent shares | N° of instruments | N° equivalent shares | N° of instruments | N° equivalent shares/consolidated | Price of the consolidated shares | Gross profit of the consolidated shares or financial instruments (miles €) | N° of instruments | N° of instruments | N° equivalent shares |
| Mr. FERNANDO MATA VERDEJO | Not applicable | | | | | | | 0.00 | | | | |
| Mr. IGNACIO BAEZA GOMEZ | Not applicable | | | | | | | 0.00 | | | | |
| Mr. ANTONIO NUÑEZ TOVAR | Not applicable | | | | | | | 0.00 | | | | |
| Mr. FRANCISCO JOSE MARCO ORENES | Not applicable | | | | | | | 0.00 | | | | |
| Mr. ANTONIO HUERTAS MEJIAS | Not applicable | | | | | | | 0.00 | | | | |

Comments

Not applicable

iii) Long-term saving systems.

| Name | Remuneration for consolidation of rights to long-term saving systems |
|---------------------------------|--|
| Mr. FERNANDO MATA VERDEJO | 151 |
| Mr. IGNACIO BAEZA GOMEZ | 459 |
| Mr. ANTONIO NUÑEZ TOVAR | 4,329 |
| Mr. FRANCISCO JOSE MARCO ORENES | 136 |
| Mr. ANTONIO HUERTAS MEJIAS | 527 |

| Name | Contribution during the year made by the company (thousands of euros) | | | | Amount of accumulated funds (thousands of euros) | | | |
|---------------------------------|---|-----------|--|-----------|--|-----------|--|-----------|
| | Saving systems with consolidated economic rights | | Saving systems with non-consolidated economic rights | | Saving systems with consolidated economic rights | | Saving systems with non-consolidated economic rights | |
| | Year 2018 | Year 2017 | Year 2018 | Year 2017 | Year 2018 | Year 2017 | Year 2018 | Year 2017 |
| Mr. FERNANDO MATA VERDEJO | 151 | 129 | 545 | 295 | 680 | 522 | 1,159 | 599 |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | | | | | 818 | 784 | | |
| Mr. IGNACIO BAEZA GOMEZ | 459 | 446 | | | 1,942 | 1,437 | | |
| Mr. ANTONIO NUÑEZ TOVAR | 615 | 24 | | 1,200 | 5,474 | 1,110 | | 3,647 |
| Mr. FRANCISCO JOSE MARCO ORENES | 136 | 131 | 753 | 259 | 641 | 505 | 1,585 | 807 |
| Mr. ANTONIO HUERTAS MEJIAS | 527 | 513 | 1,200 | 1,200 | 3,747 | 3,141 | 4,930 | 3,647 |



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Comments

iv) Other items

| Name | Concept | Amount |
|--|-------------------------|--------|
| Mr. FERNANDO MATA VERDEJO | Life insurance premiums | 13 |
| Ms. ANA ISABEL FERNANDEZ ALVAREZ | Life insurance premiums | 1 |
| Mr. RAFAEL MARQUEZ OSORIO | Life insurance premiums | 4 |
| Mr. ANTONIO MIGUEL-ROMERO DE OLANO | Life insurance premiums | 2 |
| Mr. ALFONSO REBUELTA BADIAS | Life insurance premiums | 3 |
| Mr. JOSE ANTONIO COLOMER GUIU | Life insurance premiums | 3 |
| Mr. IGNACIO BAEZA GOMEZ | Life insurance premiums | 14 |
| Mr. LUIS HERNANDO DE LARRAMENDI MARTINEZ | Life insurance premiums | 3 |
| Mr. ANTONIO NUÑEZ TOVAR | Life insurance premiums | 7 |
| Mr. FRANCISCO JOSE MARCO ORENES | Life insurance premiums | 14 |
| Mr. ANTONIO HUERTAS MEJIAS | Life insurance premiums | 16 |
| Mr. GEORG DASCHNER | Life insurance premiums | 4 |

Comments

b) Remuneration earned by the company's directors for membership of boards in other Group companies:

i) Remuneration in cash (thousands of euros)

| Name | Fixed Remuneration | Subsistence allowances | Remuneration for being part of Board Committees | Salary | Short-term variable remuneration | Long-term variable remuneration | Compensation | Other items | 2018 Total | 2017 Total |
|--|--------------------|------------------------|---|--------|----------------------------------|---------------------------------|--------------|-------------|------------|------------|
| Mr. FERNANDO MATA VERDEJO | | | | | | | | | | |
| Ms. MARIA DEL PILAR PERALES VISCASILLAS | 102 | | 10 | | | | | | 112 | |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | | | | 335 | 288 | | | 70 | 693 | 578 |
| Ms. ANA ISABEL FERNANDEZ ALVAREZ | 90 | | | | | | | | 90 | 90 |
| Mr. RAFAEL MARQUEZ OSORIO | 47 | | | | | | | | 47 | 45 |
| Mr. ANTONIO MIGUEL-ROMERO DE OLANO | 96 | | 20 | | | | | | 116 | 106 |
| Mr. ALFONSO REBUELTA BADIAS | 104 | | 10 | | | | | 30 | 144 | 128 |
| Ms. CATALINA MIÑARRO BRUGAROLAS | 86 | | 10 | | | | | | 96 | 53 |
| Mr. JOSE ANTONIO COLOMER GUIU | 47 | | | | | | | | 47 | 45 |
| Mr. IGNACIO BAEZA GOMEZ | | | | | | | | | | |
| Mr. LUIS HERNANDO DE LARRAMENDI MARTINEZ | 104 | | 10 | | | | | | 114 | 98 |
| Mr. ANTONIO NUÑEZ TOVAR | | | | | | | | | | |
| Mr. FRANCISCO JOSE MARCO ORENES | | | | | | | | | | |
| Mr. ANTONIO HUERTAS MEJIAS | | | | | | | | | | |
| Mr. GEORG DASCHNER | 37 | | | | | | | | 37 | |
| Ms. MARIA LETICIA DE FREITAS COSTA | 48 | | | | | | | | 48 | |

Comments

ii) Breakdown of movements of the share-based remuneration systems and gross profit of the consolidated shares or financial instruments

| Name | Name of the Plan | Financial instruments at the beginning of 2018 | | Financial instruments granted during 2018 | | Financial instruments consolidated in the financial year | | | | Expired and non-exercised instruments | Financial instruments at the end of 2018 | |
|---------------------------------|------------------|--|----------------------|---|----------------------|--|--|------|-------------------|---------------------------------------|--|----------------------|
| | | Nº of instruments | Nº equivalent shares | Nº of instruments | Nº equivalent shares | Nº of instruments | | | Nº of instruments | Nº equivalent shares | Nº of instruments | Nº equivalent shares |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | Not applicable | | | | | | | 0,00 | | | | |

Comments

Not applicable

iii) Long-term saving systems.

| Name | Remuneration for consolidation of rights to long-term saving |
|---------------------------------|--|
| Mr. JOSE MANUEL INCHAUSTI PEREZ | 136 |

| Name | Contribution during the year made by the company (thousands of euros) | | | | Amount of accumulated funds (thousands of euros) | | | |
|---------------------------------|---|-----------|--|-----------|--|-----------|--|-----------|
| | Saving systems with consolidated economic rights | | Saving systems with non-consolidated economic rights | | Saving systems with consolidated economic rights | | Saving systems with non-consolidated economic rights | |
| | Year 2018 | Year 2017 | Year 2018 | Year 2017 | Year 2018 | Year 2017 | Year 2018 | Year 2017 |
| Mr. FERNANDO MATA VERDEJO | | | | | 453 | 436 | | |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | 136 | 124 | 600 | 133 | 507 | 367 | 1,028 | 412 |
| Mr. IGNACIO BAEZA GOMEZ | | | | | 1,866 | 1,812 | | |
| Mr. FRANCISCO JOSE MARCO ORENES | | | | | 1,037 | 994 | 292 | 285 |
| Mr. ANTONIO HUERTAS MEJIAS | | | | | 689 | 679 | | |

Comments

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iv) Other items

| Name | Concept | Amount |
|---------------------------------|-------------------------|--------|
| Don JOSE MANUEL INCHAUSTI PEREZ | Life insurance premiums | 4 |

Comments

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c) Summary of remuneration (thousands of euros):

The summary must include the amounts corresponding to all remuneration items described in this report that have been earned by directors, in thousands of euros

| Name | Remuneration earned within the company | | | | | Remuneration earned within Group companies | | | | |
|---|--|--|----------------------------------|-------------------------------|--------------------|--|--|----------------------------------|-------------------------------|------------------|
| | Total remuneration in cash | Gross profit of the consolidated shares or financial | Remuneration from saving systems | Remuneration from other items | Total 2018 company | Total remuneration in cash | Gross profit of the consolidated shares or financial | Remuneration from saving systems | Remuneration from other items | Total 2018 Group |
| Mr. FERNANDO MATA VERDEJO | 702 | | 151 | 13 | 866 | | | | | |
| Ms. MARIA DEL PILAR PERALES VISCASILLAS | 150 | | | | 150 | 112 | | | | 112 |
| Mr. JOSE MANUEL INCHAUSTI PEREZ | | | | | | 693 | | 136 | 4 | 833 |
| Ms. ANA ISABEL FERNANDEZ ALVAREZ | 192 | | | | 192 | 90 | | | | 90 |
| Mr. RAFAEL MARQUEZ OSORIO | 213 | | | 4 | 217 | 47 | | | | 47 |
| Mr. ANTONIO MIGUEL-ROMERO DE OLANO | 213 | | | 2 | 215 | 116 | | | | 116 |
| Mr. ALFONSO REBUelta BADIAs | 149 | | | 3 | 152 | 144 | | | | 144 |

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| Name | Remuneration earned within the company | | | | | Remuneration earned within Group companies | | | | |
|--|--|--|----------------------------------|-------------------------------|--------------------|--|--|----------------------------------|-------------------------------|------------------|
| | Total remuneration in cash | Gross profit of the consolidated shares or financial | Remuneration from saving systems | Remuneration from other items | Total 2018 company | Total remuneration in cash | Gross profit of the consolidated shares or financial | Remuneration from saving systems | Remuneration from other items | Total 2018 Group |
| Ms. CATALINA MIÑARRO BRUGAROLAS | 302 | | | | 302 | 96 | | | | 96 |
| Mr. JOSE ANTONIO COLOMER GUIU | 249 | | | 3 | 252 | 47 | | | | 47 |
| Mr. IGNACIO BAEZA GOMEZ | 1,113 | | 459 | 14 | 1,586 | | | | | |
| Mr. LUIS HERNANDO DE LARRAMENDI MARTINEZ | 169 | | | 3 | 172 | 114 | | | | 114 |
| Mr. ANTONIO NUÑEZ TOVAR | 1,835 | | 4.329 | 7 | 6.171 | | | | | |
| Mr. FRANCISCO JOSE MARCO ORENES | 621 | | 136 | 14 | 771 | | | | | |
| Mr. ANTONIO HUERTAS MEJIAS | 2,131 | | 527 | 16 | 2,674 | | | | | |
| Mr. GEORG DASCHNER | 187 | | | 4 | 191 | 37 | | | | 37 |
| Ms. MARIA LETICIA DE FREITAS COSTA | 110 | | | | 110 | 48 | | | | 48 |
| TOTAL | 8,336 | | 5,602 | 83 | 14,021 | 1,544 | | 136 | 4 | 1,684 |

Comments

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ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF PUBLICLY TRADED COMPANIES

D. OTHER USEFUL INFORMATION

If there is any relevant aspect regarding the remuneration of directors which has not been covered in the other sections of this report but which should be included to provide more complete and explanatory information about the remuneration structure and practices of the company in relation to its directors, please provide a brief explanation here.

This annual report on remuneration was approved by the company's Board of Directors at its meeting on:

[02/06/2019]

Indicate whether any directors voted against the report or abstained.

[] Yes

[] No