

**Individual report regarding point nine of the Agenda for the General Shareholders' Meeting on the appointment of Mr Santiago Domecq Bohórquez as external proprietary director, prepared by the "Viscofan, S.A." Board of Directors.**

## **1. Introduction**

This justifying report was prepared and approved by the Board of Directors of Viscofan, S.A. ("**Viscofan**" or the "**Company**") in the meeting held on 27 February 2020, as set forth in the provisions of Article 529 *decies* of the *Corporate Enterprises Act* and in Article 518.e) of the same law, regarding the proposal for re-election as director by the General Meeting of Shareholders scheduled for 23 April 2020, Thursday, at first call, and 24 April 2020, Friday, at second call, of Mr Santiago Domecq Bohórquez as an external proprietary director for the statutory period of four years.

This report assesses the individual professional profile and biographical profile of the candidate and all other information required by current legislation and by the Company's governance regulations.

## **2. Proposal of the Appointments and Remunerations Committee**

As per Article 529 *decies*.6 of the *Corporate Enterprises Act* and the Company's corporate governance regulations, on 20 February 2020 the Appointments and Remunerations Committee of Viscofan (the "**Committee**") issued a favourable report on the re-election of Mr Santiago Domecq Bohórquez, as external proprietary director for the statutory period of four years.

For the purposes of this report, the Board of Directors has assessed the report issued by the Committee, which it endorses in its entirety and which includes the following in summarised form:

- The professional and biographical profile of Mr Santiago Domecq Bohórquez.
- The justification for the proposal for appointment as member of the Board of Directors.
- Category of director to which he is entitled.

Were Mr Domecq to be re-elected, the Board of Directors, based on the report issued by the Committee, shall submit his continuation as a member of the Company's Audit Committee for approval.

## **3. Proposed resolution**

The proposed resolution submitted for the approval of the General Shareholders' Meeting is as follows:

**Nine. - Re-election as director of Viscofan Sociedad Anónima of Mr Santiago Domecq Bohórquez, as external proprietary director, for the statutory period of four years.**

*To re-elect Mr Santiago Domecq Bohórquez, as director for the statutory period of four years. The re-election of the director, holding the non-executive position of proprietary director, is submitted by the Board of Directors to the General Shareholders' Meeting after a favourable report from the Appointments and Remunerations Committee.*

The Committee's report is attached as an annex.

## ANNEX

### **Individual report regarding the re-election of Mr Santiago Domecq Bohórquez as non-executive proprietary director, prepared by the Appointments and Remunerations Committee of "Viscofan, S.A."**

#### **1. Introduction**

This justifying report has been prepared by the Appointments and Remunerations Committee (the "**Committee**") of Viscofan, S.A. ("**Viscofan**" or the "**Company**"), at its meeting on 20 February 2020, in accordance with the provisions of Article 529 *decies.6* of the *Corporate Enterprises Act* and also for the purposes of Article 518.e) of the same law, in relation to the re-election as director of Mr Santiago Domecq Bohórquez as non-executive proprietary director.

This report assesses the individual professional profile and biographical profile of the candidate and all other information required by current legislation and by the Company's governance regulations.

#### **2. Professional and biographical profile of Mr Santiago Domecq Bohórquez.**

Mr Santiago Domecq Bohórquez studied in the Faculty of Economics and Business Administration at Comillas Pontifical University - ICADE (Madrid), in the Faculty of Economics and Business Administration at the University of Cádiz (UC) and a specialisation course in Managing Agrifood Companies (DEA) at the International Institute San Telmo (Seville). Mr Domecq has broad professional experience as a businessman he was, among others positions, director of Coca-Cola Iberian Partners, S.L. until 2015, and prior to that, from 1997 director of Refrescos Envasados del Sur, S.A. (RENDELSUR), a company that joined Coca-Cola Iberian Partners S.L. in 2013. Currently he is Director of Algar Aguas de Cádiz, S.A., Member of the Provincial Board of Cádiz, Member of the Natural Park of Los Alcornocales and Member of the Provincial Environment Council. He is the Sole Director of Angustias y Sol, S.L and of its group of subsidiary companies operating in the financial, agriculture and livestock sectors, among others. Mr Domecq is proprietary director of Viscofan, representing Angustias y Sol S.L., and member of its Audit Committee.

#### **3. Justification for the proposal for re-election as member of the Board of Directors**

Mr Santiago Domecq Bohórquez was appointed to the Board of Directors of the Company by the General Shareholders' Meeting on 21 April 2016, for a period of 4 years, as non-executive proprietary director representing Angustias y Sol S.L. He is also a member of the Audit Committee. The Committee has also verified that Mr Santiago Domecq Bohórquez meets the requirements established by law and by the Company's rules of governance to be re-elected and hold the position of director and is neither directly or indirectly affected by any incompatibilities, prohibitions or conflicts of interest with the corporate interests that may impede their appointment. Moreover, the

candidate's effective availability to provide the dedication required to perform the duties of the position has been verified.

During the years spent as a director, Mr Domecq has contributed to the Board of Directors and the Audit Committee in the due performance of their functions, based on his experience in the food sector serving the Company. It should also be emphasised that in the assessment reports produced, Mr. Domecq's work has been regarded as highly satisfactory and during his membership on the Board he has participated in 95.85% and 90.00% of the meetings held by the Board of Directors and the Audit Committee, respectively.

Moreover, were Mr Domecq to be re-elected as a Company director, the Committee has also verified that he has the knowledge, abilities and experience appropriate for the performance of Audit Committee duties and therefore issues a favourable report for his re-election as member of it.

#### **4. Duration**

The appointment is proposed for the statutory period of 4 years.

#### **5. Category of director to which he is entitled**

If his re-election is approved, Mr Santiago Domecq Bohórquez will continue on as non-executive proprietary director, as a result of his relationship with Angustias y Sol S.L., as a relevant shareholder in the Company.