

**QUADPACK INDUSTRIES S.A., BOARD OF DIRECTORS REPORT  
IN RELATION TO THE PROPOSED RESOLUTION OF APPROVAL BY THE SHAREHOLDERS'  
GENERAL MEETING OF A NEW CONSOLIDATED TEXT OF THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION OF QUADPACK INDUSTRIES, S.A.**

## **1.- OBJECT OF THE REPORT.**

The Board of Directors of QUADPACK INDUSTRIES, S.A. (the “Company”), as of 5 April 2019, agrees to be granted the approval of the Extraordinary Shareholders' General Meeting held on 31 May 2019, on first call, or if applicable, 1 June 2019, on second call (the “Extraordinary General Meeting”), a new consolidated text of the Company’s Articles of Association (the “Reworking of the Articles of Association”).

This report is issued in accordance with the provisions of articles 286 of the Consolidated Text of the Capital Company Act, approved by Royal Legislative Decree 1/2010 of 2 July (the “Capital Company Act”). This report will be made available to shareholders when the Extraordinary Shareholders' General Meeting is called, which will decide on the reworking of the Articles of Association. On the other hand, in order to make it easier for shareholders to understand the operation that motivates the proposed resolution to rework the Articles of Association that will be submitted for their consideration, this report contains: (i) the justification of the need to perform the Reworking of the Articles of Association, and (ii) the complete new text of the Articles of Association after they are reworked.

## **2. JUSTIFICATION OF THE PROPOSAL.**

That without QUADPACK INDUSTRIES, S.A. being a listed company and without the obligation to approve and have a Shareholders' General Meeting Regulation or a Board of Directors' Regulation, it is the wish and objective of this Board to create a corporate and regulatory organisation similar to the legal requirements of a listed company through the next steps that the Company is going to take in this regard, all on the basis of the Articles of Association, the Capital Company Act and good corporate governance practices.

Therefore, based on the foregoing, it is necessary for the Articles of Association to be adapted to the modifications introduced by the new regulations of the Board of Directors, the Shareholders' General Meeting, by the recent modifications of the Capital Company Act and good corporate governance practices, and thus to approve an adaptation and new wording of the Articles of Association and to rework them in a single text.

The purpose or justification already stated is transferred to the Articles of Association providing shareholders with greater transparency, clearer regulation of the Calls to meeting and holding

of Shareholders' General Meeting, their rights, visibility of the agreements on the Company's website and, in summary, those aspects that generate clarity and greater understanding among shareholders, all on the basis of the Capital Company Act and other applicable legislation.

### 3. NEW FULL TEXT OF THE ARTICLES OF ASSOCIATION AFTER REWORKING.

As a result, the following text is proposed as the Articles of Association for QUADPACK INDUSTRIES, S.A.:

## *“Articles of Association QUADPACK INDUSTRIES, S.A.*

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### *Chapter I.- Name, Purpose, Domicile and Duration.*

#### *Article 1 Name.*

*1. The company is called “QUADPACK INDUSTRIES, SOCIEDAD ANÓNIMA [Public Limited Company]” (hereinafter, the “Company”) and is governed by these Articles, by the provisions of the law on the legal system of the Capital Companies Act and other applicable general regulations.*

#### *Article 2 Corporate Purpose.*

*1. The Company's main activities are the acquisition, holding, administration and management of shares and interests in other companies to control and manage the operation of those subsidiaries; the provision of management support services to investee companies; the provision of business consulting services; and the management and administration of securities representing shareholder equities of non-resident entities within Spanish territory.*

*2. The activities listed in the previous article may be carried out by the company either directly or indirectly, including through its participation in other companies with an identical or similar purpose.*

*3. If legal provisions require for the exercise of some of the activities in the corporate purpose any professional qualification, administrative authorisation, or registration in Public Registries, those activities must be carried out by the person who holds such professional qualifications*

*and, where applicable, cannot be initiated before the required administrative requirements have been met.*

***Article 3 Registered Office.***

- 1. Its registered office is located in Plaza de Europa 9-11, planta 11, 08908 L'Hospitalet de Llobregat (Barcelona).*
- 2. The Board of Directors shall be competent for the transfer of the registered office within national territory.*
- 3. The company is of Spanish nationality.*
- 4. The Board of Directors is authorised to transfer the registered office to any other location, within national territory, and is, in addition, the body authorised to decide or agree to create, remove or move branch offices of any kind and to anywhere, both in Spain and abroad.*
- 5. The company's corporate website is: [www.quadpack.com](http://www.quadpack.com). The modification, transfer or deletion of the website will be the competence of the Board of Directors.*

***Article 4 Duration.***

- 1. The duration of company will be indefinite, and the corporate operations will start on the day of the founding deed is granted.*

***Chapter II.- Share Capital and Shares.***

***Article 5 Capital.***

- 1. The share capital is THREE MILLION, SEVEN HUNDRED AND NINETY-EIGHT THOUSAND, EIGHT HUNDRED AND SIXTY-NINE EUROS (3,798,869.€) and is fully subscribed and paid.*
- 2. The share capital is divided into THREE MILLION, SEVEN HUNDRED AND NINETY-EIGHT THOUSAND, EIGHT HUNDRED AND SIXTY-NINE EUROS shares of ONE (1) EURO of nominal value each, of the same class and series, numbered consecutively from 1 to 3,798,869, inclusive, fully subscribed and paid out, that will be represented by book entries that will be governed by applicable legal and regulatory provisions.*
- 3. Representative shares of the share capital are considered to be transferable and governed by the Securities Market regulatory standards. Shares represented by book entries are constituted as such by virtue of their registration in the corresponding accounting record, which*

*will reflect the information included in the deed of issue and whether they are fully paid or not, if applicable. The legalisation to exercise shareholder rights, including, if applicable, transfer of the same, is obtained through registration in the accounting record, which presumes legal ownership and enables the registry holder to require that the Company recognise him as a shareholder. Such legalisation may be evidenced by showing the appropriate certificates, issued by the entity responsible for the accounting record. If the Company makes any provision in favour of the allegedly legitimate party, it is exempt, even if such party is not the actual owner of the share, as long as it was done in good faith and without gross negligence.*

*4. Generally and unless the capital increase resolution and the issuance of new shares adopted by the General Meeting had decided otherwise, the Board of Directors is authorised to agree on the form and dates of timely disbursements when there are pending disbursements, and these must be met in cash, respecting, under all circumstances, the maximum term of one year.*

*5. In cases where pending disbursements have to be disbursed by non-monetary contributions, the General Meeting that has agreed to the capital increase will also determine the nature, value and content of future contributions, as well as the manner and procedure to be carried out, with express mention of the term, which may not exceed five years, computed from the incorporation of the company or, as the case may be, from the adoption of the respective capital increase resolution.*

#### ***Article 6 Changes in the Capital.***

*1. Share capital may be increased or decreased one or more times, after complying with applicable legal requirements. Capital increases can be done by issuing new shares or by raising the nominal value of the old shares and, in both cases, the exchange value can consist of monetary contributions, including credit compensation, in non-monetary contributions or in the transformation of benefits or available reserves. Capital increases may be made in part charged to new contributions and in part charged to available reserves. When the capital increase has not been fully subscribed within the term indicated for such purpose, the capital will be increased in the amount actually subscribed, unless otherwise agreed. The General Meeting may delegate to the Board of Directors the authority to agree, at one or more times, the share capital increase up to a given value, at the time and in the amount, it decides and within the limitations of the Law. Delegation may include the authority to exclude the right of first refusal. The General Meeting may also delegate to the Board of Directors the authority to determine the date on which the already adopted resolution to increase the capital must be carried out and to establish the conditions in all matters not provided for by the Meeting.*

#### ***Article 7 Share Documentation.***

*1. The issued shares shall consist of the corresponding deeds of issuance, which will include: the name, the number of shares, the nominal value and other characteristics and conditions of*

*the shares included in the issue. The Company must comply with Securities Market regulatory standards as regards the issuance of shares.*

***Article 8 Shareholder Rights.***

*1. Shares grants the legal holder the status of partner and confer on him, in the terms established by Law, the following rights:*

- a) The right to participate in the distribution of the company's profits and in the equity resulting from its liquidation.*
- b) The right of first refusal in the issuance of new shares with a monetary contribution or bonds convertible to shares.*
- c) The right to attend and vote in General Meetings.*
- d) The right to information.*
- e) Any other right provided for by Law.*

***Article 9 Acceptance and Compliance.***

*1. Ownership of one or more shares implies acceptance of and compliance with these Articles and, if approved, with the Regulations of the General Meeting, as well as compliance with the resolutions of the governing and administrative bodies of the company, adopted within their powers and in due form, without prejudice to the right of challenge that current legislation grants shareholders.*

*2. The Regulations of the General Meeting of the Company, if approved, will be published on the Company's corporate web.*

***Chapter III.- Transfer, Usufruct, Indivisibility, Pledge, Co-Ownership and Seizure of Shares***

***Article 10 Transfer of Shares.***

*1. Any transfer of shares made through the means recognised by applicable law, and especially between relatives in the ascending or descending lines, or spouses, will be free.*

***Article 11 Usufruct of Shares.***

*2. Usufruct of shares will be subject to the provisions of current legislation.*

*Article 12 Indivisibility, Pledge, Co-ownership and Seizure of Shares.*

*1. The shares are indivisible. The pledging, co-ownership and seizure of shares will also be subject to the provisions of current legislation.*

*Chapter IV.- Bonds*

*Article 13 Bonds.*

*1. The Company may issue bonds of any kind with the guarantees and under the conditions that are deemed to be appropriate and without other restrictions than those provided for in applicable law. It may also avail of other funding sources within the limits and conditions provided by applicable general and special regulations at all times.*

*Chapter V.- Bodies of the Company.*

*Article 14.- Bodies of the Company.*

*1. The General Meeting and the Board of Directors are the bodies of the Company*

*Section 1.- General Meeting of Shareholders.*

*Article 15 General Meeting.*

*1. The shareholders, constituted in a General Meeting, with the corresponding legal and statutory formalities, make up the supreme organ of expression of the corporate will, and decide by majority as required in each case, on matters within their competency.*

*2. All partners, including dissenting ones and those who have not participated in the meeting, are subject to the resolutions of the General Meeting.*

*3. The General Meeting of Shareholders of the Company may approve specific regulations that will govern, within the legal and statutory framework, those matters related to the General Meeting.*

*Article 16 Types of General Meetings.*

*1. General Meetings of Shareholders may be ordinary and extraordinary.*

*2. The Ordinary General Meeting, previously convened for this purpose, must meet within six (6) months of each fiscal year, to review and approve, where applicable, corporate management, annual accounts and the previous fiscal year's management report that will include, where applicable, the non-financial information statement, and application of the result, notwithstanding its competence to discuss and decide on any other matter on the agenda.*

*3. All General Meetings not provided for in the paragraph above will be considered Extraordinary.*

**Article 17 Competency of the General Meeting.**

*1. The General Meeting shall be authorised to decide on the matters that have been attributed to it by current legislation and, in particular, on the following:*

- a) Approval of individual and consolidated annual accounts, application of the result and approval of corporate management.*
- b) Appointment of the Chairman of the Board, the appointment and removal of directors, all within the limits established by the Articles of Association.*
- c) Ratify and revoke the appointment of members of the Board of Directors by co-opting in case of early vacancy. The Appointments and Remuneration Committee shall forward a report to the General Meeting prior to ratification or revocation. In the event directors appointed by co-opting are independent board members, it will be necessary that such board member be proposed by the Appointments and Remuneration Committee prior to ratification by the General Meeting.*
- d) Appointment and removal of liquidators and liquidator auditors, as applicable.*
- e) Agree on the modification of the articles of association.*
- f) Agree on the increase and decrease of share capital, as well as agree on delegating to the Board of Directors the authority to increase capital.*
- g) Agree on the cancellation or limitation of the right of first refusal.*
- h) Agree on the issuance of bonds and other negotiable securities within the scope of their competencies, as well as delegate to the Board of Directors the authority for their issuance.*
- i) The acquisition, disposal or contribution of essential assets to another company. The essential nature of the asset is understood to be so when the amount of the operation exceeds twenty-five percent of the value of the assets that appear in the last approved balance sheet.*

- j) The transformation, merger, divestiture or global transfer of assets and liabilities and the transfer of the registered office abroad.*
  - k) Operations which are equivalent to the liquidation of the company.*
  - l) Agree on the authorisation for the derivative acquisition of equity shares.*
  - m) Approve the directors' compensation policy in terms provided by law and the Articles of Association, subject to the proposal for said purpose of the Appointments and Remuneration Committee.*
  - n) Approve the establishment of compensation systems for the Company's directors consisting of the delivery of shares or rights on the same or that are referenced to the value of the shares.*
  - o) Agree on exempting directors from the prohibitions resulting from the duty of loyalty, when the authorisation corresponds legally to the General Shareholders' Meeting, as well as the obligation not to compete with the Company.*
  - p) Distribute and submit to a vote, in an advisory capacity and as a separate item on the agenda of the General Meeting, the annual report on the compensation of directors proposed by the Board of Directors. Should the annual compensation report of directors be rejected in the advisory vote of the General Meeting, the compensation policy applicable for the following fiscal year must be approved by the General Meeting prior to its application, even if the term of validity had not elapsed. Cases in which the compensation policy has been approved at the same General Meeting are excluded.*
  - q) The implementation of corporate liability action against administrators and liquidators.*
  - r) The dissolution of the corporation.*
  - s) Approval of the final liquidation balance.*
  - t) Approval, where applicable, of the Regulations of the General Meeting and any modifications made to the same.*
- 2. As an exception, the Board of Directors may submit for approval of the General Meeting those business decisions that it considers to be significant for the future of the company and its corporate interests, or as required by legal provisions.*

#### **Article 18 Call to the General Meeting and Supplementary Call.**

- 1. General Meetings will be called by means of published notice in the Official Gazette of the Mercantile Registry, in one of the most widely circulated newspapers in the province of the company registered office and on the company's website, at least one month before the date*



*set for it to be held, except in cases where the law or the Articles of Association provide for a longer period, or the Company offers the possibility of voting by electronic means. In this latter case, the Extraordinary General Meeting may be convened at least (15) days prior to the date of it being held, subject to express resolution adopted in the Ordinary General Meeting, by at least two-thirds of the subscribed share capital with voting rights.*

*2. The announcement will state the place, date and time of meeting in first call and second call between which a minimum 24 hours should pass; all matters on the agenda; requirements for attendance at the General Meeting and accreditation means, as well as the date on which the shareholder must have their name recorded in order to participate and vote in the General Meeting; how to obtain the full text of the documents and the address of the web page of the company in which the information will be available; content and modalities to exercise the shareholders' right to information, list of documents made available to them and any other aspects required by law. It may also include the date on which, if appropriate, the Meeting would be held on second call.*

*3. Shareholders representing at least five percent of the share capital may request that a supplement to the announcement of a general meeting be published, including one or more items on the agenda. This right must be exercised through reliable notification that must be received at the registered office within five days following the publication of the call.*

*4. The supplement to the call must be published at least fifteen days before the date set for the meeting.*

*5. Failure to publish the supplementary call in the legally established timeframe will be cause for the nullity of the meeting.*

#### ***Article 19 Universal General Meeting.***

*1. Notwithstanding the above, the Meeting shall be deemed convened and legally constituted to deal with any matter, provided that all the paid-in capital is present, and attendees unanimously agree to the meeting being held.*

#### ***Article 20 Power and Obligation of Convening the General Meeting.***

*1. The Board of Directors shall convene the Ordinary General Meeting within the first (6) six months of each fiscal year. The Ordinary General Meeting shall be valid even if it has been called or is held outside of the term set.*

*2. The Board of Directors may convene the Extraordinary General Meeting of Shareholders provided it is deemed appropriate for corporate interests.*

*3. It must, also, be convened when requested by a number of shareholders who hold, at least, five percent of the share capital, and other requirements and consequences as provided for in the Articles of Association and in applicable law.*

*4. The resolution of the Board of Directors regarding the call for a General Meeting will be adopted with the necessary advanced notice to guarantee the publicity of the call and the right of information of the shareholder.*

***Article 21 Justifying Report of the Proposal.***

*1. For matters referred to in Article 24 of these Articles, the Board or if applicable the shareholders making the proposal, will prepare a written report justifying it.*

*2. The call will clearly express the material content of the proposal.*

*3. In these cases, the shareholders shall have the right to examine, at the registered office, the full text of the proposal and the report on the proposal, and to request the provision or free delivery of such documents.*

***Article 22 Place of the General Meeting.***

*1. The General Meeting shall be held at the location indicated in the call within the municipality in which the Company has its registered office. If the location did not appear in the announcement, it will be understood that the General Meeting will be held at the registered office of the Company.*

***Article 23 Constitution of the General Meeting.***

*1. The General Meeting, Ordinary or Extraordinary, will be legally constituted on first call, when the shareholders present or represented hold, at least, twenty-five percent of the subscribed capital with voting rights. In a second call, the Meeting will be legally constituted regardless of the capital in attendance, without prejudice to the provisions of Article 24 of these Articles.*

***Article 24 Reinforced Quorum***

*1. Notwithstanding the above article, in order for the Board to legally agree on (i) the issuance of bonds, (ii) the increase or decrease in share capital, (iii) the transformation, merger or division of the company, (iv) the overall assignment of assets and liabilities, (v) the limitation of the right of first refusal of acquisition of new shares, (vi) the transfer of the registered office abroad, (vii) the*

modification of these Articles of Association, (viii) any other statutory amendment required by Law and (ix) the approval, if applicable, of the General Meeting Regulations and any modifications thereto, it shall be attended, on first call, by the shareholders present or represented who hold, at least, fifty percent of the subscribed capital with voting rights. On second call, twenty five percent of the voting capital in attendance will be sufficient.

#### **Article 25 Majorities.**

1. The General Meeting resolutions shall be adopted by simple majority of the shareholders present or represented at the meeting, except for the cases established in Article 24 of these Bylaws, and those provided for by current legislation that requires reinforced majorities. Each share is entitled to one vote.

2. In particular, to adopt the resolutions referred to in Article 24 of these Articles:

- a) if the capital present or represented exceeds fifty percent, an absolute majority will be enough for the resolution to be adopted; and
- b) a favourable vote of two thirds of the capital present or represented at the Meeting will be required when, on second call, shareholders representing twenty-five percent or more of the subscribed capital with voting rights, but lower than fifty percent, are present.

3. Those matters that are substantially independent should be voted on separately. In all cases, even if on the same agenda, the following should be voted on separately:

- a) the appointment, ratification, re-election or removal of each administrator.
- b) in modifying corporate articles, that of each article or group of articles that stand alone.
- c) any other assumption provided for under law.

#### **Article 26 Right to attend the General Meeting.**

1. Shareholders may attend the General Meeting who are holders of shares representing, at least, one per thousand (1%) of share capital, and that they are registered in their name in the relevant account annotations five days prior to the General Meeting being held. Shareholders holding shares that do not reach the above minimum may be grouped together until they constitute the same and confer their representation on any of them or, as applicable, on another shareholder who, in accordance with the provisions of the Articles, has the right to attend the Meeting.

*2. When, in the opinion of the Board of Directors, the necessary guarantees of authenticity and legal certainty are given, electronic participation mechanisms may be established.*

***Article 27 Representation.***

*1. Any shareholder with the right to attend, may attend the General Meeting through a proxy, even if this person is not a shareholder, although the representation must be conferred specifically for each Meeting.*

*2. In cases of proxies appointed through public solicitation, requirements of the Law must be met.*

*3. The representation is always revocable. Personal attendance of the represented party at the Meeting shall cancel the proxy.*

***Article 28 The Board of the General Meeting.***

*1. The Board of the General Meetings shall be comprised of its Chairman and Secretary and the members of the Board of Directors of the Company.*

*2. The Chairman of the Board of Directors shall preside over the General Meeting or, in their absence, by the Vice Chairman, and in absence of the Chairman and Vice Chairman, by the member of the Board of Directors appointed by the General Meeting.*

***Article 29 Right of Information.***

*1. Shareholders may exercise their right of information in accordance with applicable law; however, requests for information or clarifications or written questions may be made up to seven days prior to the scheduled Meeting.*

*2. In addition, from the date of publication of the call for the General Meeting, the Company will publish the information required by current legal provisions to its corporate website.*

***Article 30 Minutes and Certifications of the General Meeting.***

*1. The minutes of the General Meeting may be approved in any form established by Law.*

*2. Certifications of their minutes and resolutions shall be issued in the manner and with the requirements established in the Regulations of the Mercantile Registry. The formalisation and auditing of such resolutions corresponds to the persons authorised to certify them, as well as to any of the duly empowered administrators and with current authority and registered in the Mercantile Registry.*

*3. The Board of Directors may require the presence of the Notary to make the minutes of the Meeting public, and will be required to do so provided, five days in advance of the meeting, shareholders that represent at least one percent of share capital requested it. In both cases, the notarial certificate shall be considered as the minutes of the Meeting.*

### **Section 2.- Board of Directors**

#### ***Article 31.- Structure of the Administration Body.***

*1. The administration of the company, its representation, in and out of the trial, and all acts include in its corporate purpose, will correspond to the Board of Directors, exercising any powers not expressly reserved by applicable law or by these Articles, to the General Meeting.*

*2. The Board of Directors may approve the Regulation of the Board of Directors which will contain internal operating regulations and regimes in developing the legal and statutory provisions.*

#### ***Article 32.- Composition.***

*1. The Board of Directors will be made up of a minimum of three and a maximum of ten members. The determination of the specific number of directors corresponds to the General Meeting of Shareholders.*

*2. The General Meeting shall appoint its Chairman from among the members of the Board.*

*3. The Board will appoint its Vice Chairman, with the ability to appoint other Vice Chairmans. A Secretary will also be appointed, who may or may not be a member of the Board, with the ability to name one or several Vice Secretaries, that may or may not be members of the Board.*

#### ***Article 33.- Power and Obligation of Convening.***

*1. The Board of Directors shall meet, at least, once a quarter. It will also meet whenever it is agreed by its Chairman or the person acting on his/her behalf, either on his/her own initiative or at the request of the Vice Chairman or a third of the directors. In the absence of the Chairman or if he/she does not comply with the request indicated above, without just cause, within one month, any Vice Chairman or the directors that constitute at least a third of the members of the Board of Directors may call a Board meeting.*

#### ***Article 34.- Call for a Meeting of the Board of Directors.***

*1. The call for an ordinary meeting will be done by email, letter, fax, telegram or any other acceptable means of which the delivery is recorded and shall be authorised by the signature of the Chairman or board members who have requested the meeting. The call for a meeting will be issued, except in cases of emergency or necessity, no later than the third day before the date of the meeting.*

*2. Extraordinary meetings of the Board may be convened by the Chairman or whoever replaces him/her by any means, including by telephone. Advance notice and the other requirements indicated above will not be applicable when, in the judgement of the convening party, circumstances justify it.*

*3. The call will always include the meeting agenda and will be accompanied by the relevant information regarding the matters to be addressed. When, in the opinion of the Chairman, it is ill-advised for confidentiality reasons, the information will not be included, and the directors will be notified of the possibility of reviewing it at the registered office. The directors may also request the Chairman, the Secretary and the Vice Secretary of the Board to provide them with the additional information they deem necessary to assess appropriately the matters to be discussed in the meeting.*

#### ***Article 35 Constitution of the Board of Directors.***

*1. The Board shall be legally constituted when half plus one of its members attend the meeting, in person or represented by another Director, unless current legislation establishes a higher quorum. Representation will be conferred, if approved, in the terms that may be provided for in the Regulations of the Board of Directors of the Company.*

#### ***Article 36 Majorities.***

*1. Resolutions of the Board of Directors shall be adopted by the absolute majority of the directors in attendance at the session, unless applicable law establishes a higher majority. However, the permanent delegation of some or all of its powers that may be legally delegated to the Executive Commission or to one or more of the Chief Executive Officers, and the appointment of the Directors to occupy such positions, will require a favourable vote of two-thirds of the Board members, and will not enter into force until registered in the Mercantile Registry.*

#### ***Article 37 Voting by Ballot and Out-Of-Meeting Voting***

*1. Voting by ballot and out of session will be legally valid if no director is opposed to it.*

***Article 38 Minutes and Certifications of the Board of Directors.***

- 1. The Board's deliberations and resolutions will be recorded in the Book of Minutes and will be signed by the Chairman and the Secretary.*
- 2. Board Minutes will be approved at the end of the meeting, or at the following meeting.*
- 3. The Secretary, and in his/her absence, the Vice Secretary, with the approval of the Chairman or Vice Chairman, will issue the certifications of the Board's resolutions.*
- 4. The formalisation of the resolutions and their recording as a public deed shall be the responsibility of any of the Board members, as well as the Secretary or Vice Secretary of the same, even though they are not Directors, provided they hold current posts registered in the Mercantile Register.*

***Article 39 Term of office of the Directors.***

- 1. Shareholder status will not be required to be elected as a director. The General Meeting shall appoint directors for a term of (6) six years, being able to be indefinitely re-elected for terms of the same duration. Those subject to situations of legal debarment or incompatibility may not be directors, especially those provided for by Law 3/2015, of 30 March*
- 2. If vacancies occur during the term for which they were appointed, the Board may designate from among the shareholders the persons who will occupy them until the first General Meeting.*

***Article 40 Remuneration.***

- 1. The position of director shall be remunerated and consist of a set amount that will be determined for each fiscal year by resolution of the General Meeting of Shareholders. The director's position is compatible with any executive position or role in the Company and with the remuneration that, by resolution of the Board of Directors, shall be considered appropriate for performing other roles in the Company. Unless otherwise determined by the General Meeting, distribution between the different administrators will be established by agreement between the same, and in the case of the Board of Directors, by decision of the same, which must consider the roles and responsibilities granted each director.*

***Article 41 Committees of the Board of Directors.***

- 1. The Board of Directors may set up the executive and advisory bodies it deems appropriate to deal with matters within its competence, appointing the Directors that should be part of them.*

*2. An Administration Committee, an Audit and Control Committee, an Appointments and Remuneration Committee, an Executive Committee and a Strategy and Corporate Governance Committee may be established, when deemed appropriate by the Board of Directors, whose organisation shall be established by the Regulations which, if applicable, the Board of Directors approves.*

## ***Chapter VI.- Corporate Accounts.***

### ***Article 42 Fiscal Year.***

*1. The fiscal year will start on the first of January and end on 31 January [sic: December] of each year, with the exception of the first fiscal year, which will begin on the day of the granting of foundational deed.*

### ***Article 43 Annual Accounts.***

*1. The Board of Directors shall be required to prepare, within three months, from the close of the fiscal year, the annual accounts, the management report and its proposal for the distribution of profits, as well as, where applicable, consolidated accounts and the consolidated management report, which will include, where applicable, the non-financial information statement of the Company.*

*2. Annual accounts will consist of the Balance Sheet, the Profit and Loss Account, a statement reflecting changes in fiscal year net equity, a cash flow statement and the Management Report. These documents, which form a unit, must be clearly written and show the true status of the assets, the financial situation and the company results.*

*3. The annual accounts and management report must be signed by all directors, and if any signature is missing, it will be noted in each of the documents where it is missing, stating the reason.*

*4. From the call for the General Meeting, any shareholder may obtain at the registered office, immediately and free, a copy of the documents that have been submitted for approval of the same.*

### ***Article 44 Appropriation of the Result.***

*1. The General Meeting will decide the appropriation of the result of the fiscal year, according to the approved Balance Sheet.*



*2. In any case, a figure equal to ten percent of the profit for the year will be allocated to the legal reserve, until it reaches at least twenty percent of the share capital. The legal reserve, provided it does not exceed the indicated limit, can only be used for compensation of losses, if there are no other available reserves available for this purpose.*

*3. Once the legal reserve is covered, dividends may only be distributed charged to the profit for the fiscal year or to voluntary reserves, provided that the value of the net accounting equity is not or, as a result of the distribution, does not become less than the share capital. If there were losses from previous years, which would cause that value of the net equity of the company to be lower than the amount of the share capital, the profit will be used to offset these losses.*

#### ***Article 45 Distribution of Dividends.***

*1. The distribution of dividends to shareholders will be made in proportion to the capital that they have paid out.*

*2. In the dividend distribution resolution, the General Meeting will establish the time and form of payment.*

#### ***Article 46 Payment of Dividends.***

*1. The distribution among the shareholders of dividend payments may be agreed by the General Meeting or by the Board of Directors, in accordance with the legal requirements.*

#### ***Article 47 Depositing the Annual Accounts.***

*1. Within the month following the approval of the annual accounts, a certificate shall be submitted of the resolution of the General Meeting on the approval of the accounts and the appropriation of the result, to which a copy of those accounts will be attached, as well as the management report and the Auditors' report, if applicable.*

### ***Chapter VII.- Dissolution and Liquidation of the Company.***

#### ***Article 48 Dissolution of the Company.***

*1. The company will be dissolved by resolution of the General Meeting of Shareholders for the reasons and with the majorities considered by Law.*

#### ***Article 49 Liquidation of the Company.***

- 1. Once the company is dissolved, the liquidation period will begin, except in cases of merger, complete division or any other overall assignment of assets and liabilities.*
- 2. From the time the Company is declared in liquidation, the Board of Directors will cease to have capacity to enter into new contracts and assume new obligations, with the Liquidators assuming the functions established by Law.*
- 3. However, the former directors must lend their support for the liquidation operations if so required.*
- 4. The appointment of Liquidators shall correspond to the General Meeting. The number of Liquidators will always be an odd number.*
- 5. During the liquidation period, the provisions of these Articles of Association will be observed regarding the convening and holding of Ordinary and Extraordinary Meetings, to which the Liquidators will report on the progress of the liquidation, so that they may agree on what is convenient for the corporate interest.*
- 6. Once the liquidation is completed, the Liquidators shall prepare the Final Balance for approval by the General Meeting. The resulting liquidity, once all the creditors have been satisfied or the amount of their credits assured, will be distributed among the shareholders proportionally to the nominal value of their shares.*

### ***Chapter VIII. Single Shareholder Company***

#### ***Article 50 Sole Shareholder Responsibility***

- 1. When the Company is single shareholder, the sole shareholder shall exercise the powers of the General Meeting.*
- 2. After six months from when a single shareholder become owner of all shares, without this circumstance being recorded in the Mercantile Registry, the former will respond personally, unlimitedly and jointly and severally for the corporate debts incurred during the single-shareholder period. Once the single shareholder status is registered, the sole shareholder will not answer for subsequent debts.*

### ***Chapter IX. Arbitration***

#### ***Article 51 Jurisdiction***

*1. All corporate issues and conflicts and any matters arising from the same, that are between company and its administrators, liquidators or associates, or any one of them with each other, will be subject to the institutional arbitration of the Arbitration Court of Barcelona (TAB), or whatever it is called in the future, of the Catalan Association for Arbitration, which shall be responsible for the appointment of an arbitrator or arbitrators and the administration of arbitration in accordance with its regulations. Challenges against corporate resolutions, corporate and individual liability action against directors and disputes concerning the convening of corporate bodies and the dissolution and liquidation of the company are included, among others.”*

In Hospitalet de Llobregat on 5 April 2019.

The Board of Directors of QUADPACK INDUSTRIES S.A.