

CONDITIONS AND PROCEDURES FOR ADMITTING SHARE OWNERSHIP, THE RIGHT TO ATTEND GENERAL MEETINGS AND THE EXERCISE OR DELEGATION OF VOTING RIGHTS

ACCREDITATION AS A SHAREHOLDER

In order to attend the Meeting, Shareholders must have their shares registered with the Company under their name in the appropriate file at least five days before convocation of the Meeting, and shall prove their condition as such by depositing at the Company their attendance card or their certificate of share ownership or any other certifying document that evidence their ownership of the shares issued for these purposes with the depositary entities for the shares.

The Company shall provide a model attendance card for Shareholders, which shall be published on the Company website upon call of the Meeting, and which the Shareholder may download or request that it be sent to the Shareholder's address.

For each Meeting, the Board of Directors will provide the procedures for attendance by any remote communication means that fulfill the requirements for security and efficiency set forth in the Bylaws and are at all times compatible with the state of the art.

PROXY, PUBLIC REQUEST FOR PROXY, AND CONFLICTS OF INTEREST

Shareholders may confer their proxy on any person, whether or not said person is a Shareholder.

Appointment of a representative by the Shareholder and notice to the Company may be made either in writing or electronically.

The Board will issue procedures for each Meeting, consistent with the state of the art, in order to ensure security and effectiveness. This Article shall apply to revocation of proxies.

Proxy conferred by either of the above mentioned remote methods must be received by the Company prior to the time limit fixed for said purpose in the call to Meeting. Otherwise, said proxy shall be ineffective.

Proxies should be given in writing and specifically for each Meeting save for spouses or direct descendents and ancestors of the Shareholder or when pursuant to a general power of attorney conferred by means of public document with the authority to manage all of the Shareholder's domestic assets.

In all cases, the number of shares represented by proxy shall be included in determining quorum.

Proxy holders may represent more than one Shareholder without limitation on the number of Shareholders represented. Should a proxy holder represent more than one

Shareholder, he or she may vote separately in accordance with the instructions received by each Shareholder.

Representation may also include matters which, although not expected to appear on the agenda as it appears on the call, may be brought up at the meeting in accordance with law. Should there not be instructions regarding matters which are not legally required to appear on the agenda, the representative is to vote in the manner in which the representative feels is in the best interest of the Shareholder.

In the event that members of the Board or any other person on their behalf or in their interest have publically solicited a proxy, rules under applicable law shall apply. In particular, the document substantiating the proxy must contain or have attached to it the agenda as well as the request for instructions regarding the exercise of voting rights and indicating the manner to vote in the event that instructions are not included or that they be erroneous.

In exceptional circumstances, the proxy holder may vote contrary to instructions when circumstances arise of which the Shareholder was ignorant at the time of sending the instructions, and following such instructions runs the risk of prejudicing the interests of the Shareholder. In the event that a vote is cast contrary to instructions, the proxy holder shall immediately inform the Shareholder in writing, explaining the reasons for said vote.

Before being selected, the proxy holder must inform the Shareholder in detail of any legally defined conflict of interest. Should the conflict arise after appointment and the Shareholder not be aware of its possible existence, the Shareholder must be informed immediately. In both cases, if specific new voting instructions are not received for each of the matters which the proxy holder is to vote on behalf of the Shareholder, then the proxy holder may not cast a ballot.

Conflicts of interest may arise under this Article when the proxy holder is placed in a position provided for by law. Nonetheless, should specific instructions be issued, no conflict of interest shall exist for voting purposes.

Any proxy not containing a specific nominee or which is conferred generally to the Board will be assumed to have been assigned to the person specifically designated by the Board in the official notice of call for each Meeting.

For all proxies placed in the hands of the Board or one of its members, in the event that the proxy contains no instructions to vote against or to abstain, it shall be assumed that the Shareholder has delivered specific instructions to vote in favour of proposals for resolutions drafted by the Board and contained in the Meeting Agenda.

Brokers with proxies should provide the Company within five days before the Meeting with a list indicating the identity of each client and the number of shares to be voted on the client's behalf, as well as any instructions received. When said brokers act on behalf of more than one person, they may divide their votes and exercise it in different manners in accordance with the instructions they have received.

Brokers referred to in the paragraph above may delegate their votes to any indirect Shareholder or third party designated by them, with no limit.

In any event, whether the proxy be voluntary, by operation of law, or by solicitation of proxy, no Shareholder may have more than one representative attend a meeting.

Representation shall always be revocable. The personal attendance at the meeting or casting of a ballot remotely after issuance of a proxy will have the effect of revoking any issued proxy and shall be immediately communicated to the representative in order that the representative not exercise a proxy when he may no longer do so.

The Company shall make available to Shareholders a model card for issuing proxies, which shall be published on the Company website upon call of the meeting and which the Shareholder may download or request that it be sent to the Shareholder's address. Said cards shall make express mention of each of the agenda items in order to facilitate issuance of instructions to proxy holders.