



**RELEVANT FACT**  
**CARBURES EUROPE, S.A.**  
**May 27, 2015**

In compliance with the provisions of Circular 9/2010 of the Alternative Stock Market (*Circular 9/2010 del Mercado Alternativo Bursátil*), we hereby place the following information, regarding **CARBURES EUROPE, S.A.**, at the disposal of the market.

The Board of Directors of **CARBURES EUROPE, S.A.**, in its meeting held on May 18, has resolved to call a General Shareholders' Meeting to be held next June 29. In compliance with the provisions of the Spanish Capital Companies Act (LSC, in Spanish) and the Corporate Bylaws, the call will be published on the BORME (the Spanish Official Gazette of the Commercial Registry) and on the website of the company; in addition, the information regarding the different items of the agenda will be available, sufficiently in advance, to shareholders on our website.

Jerez de la Frontera, May 27, 2015

**Tomas Pelayo Muñoz**

Non-Director Secretary of the Board of Directors  
of **CARBURES EUROPE, S.A.**

*Additional information: Call to General Shareholders' Meeting*

## **CARBURES EUROPE S.A.**

The Board of Directors of **CARBURES EUROPE, S.A.**, in a meeting held on May 18, 2015, has resolved to call the shareholders to the Ordinary and Extraordinary General Shareholders' Meeting, to be held on June 29, 2015, at 09:30 a.m. on first call, at the assembly hall of the CEEI Bahía de Cádiz, which is located at Calle Manantial 13, Edificio CEEI, Polígono Industrial Las Salinas de San José Bajo, El Puerto de Santa María (Cádiz); if the Meeting may not be held on first call, it would be held the following day at the same time and place on second call; it should be noted that the Meeting will be probably held on first call; it will be held in order to examine the following

### **AGENDA**

- 1.- Approval, if appropriate, of the individual annual accounts of the company, as well as of the consolidated annual accounts of the company and its subsidiaries for the financial year ended on December 31, 2014.
- 2.- Approval, if appropriate, of the individual management report of the Company, as well as of the consolidated management report of the company and its subsidiaries for the financial year ended on December 31, 2014.
- 3.- Approval, if appropriate, of the proposal on the allocation of profits for the financial year ended on December 31, 2014.
- 4.- Approval, if appropriate, of the Board of Directors' management of the company for the financial year ended on December 31, 2014.
- 5.- Authorization to the Board of Directors to buy back own shares, either directly or indirectly through affiliated companies.
- 6.- Appointment of Auditors for the company and its subsidiaries.
- 7.- Ratification of Mr. Ignacio Foncillas García de la Mata, who was appointed by cooptation by the Board of Directors, as member of the Board of Directors.
- 8.- Fixing in six the number of directors that shall compose the Board of Directors, always within the minimum and maximum number contained in the Bylaws.
- 9.- Appointment of Mr. Jordi Lainz Gavalda as member of the Board of Directors.
- 10.- Revocation and annulment of every authorization and delegation granted to the Board of Directors of the Company in the third point of the agenda of the General Meeting held on August 12, 2014, which was intended to increase the company's share capital under the terms provided by article 297.1.b of the Spanish Capital Companies Act (LSC).
- 11.- Delegation to Directors of the power to approve, once or several times, a share capital increase, up to a maximum amount, at any time and by the amount that they may decide, without prior consultation to the General Shareholders' Meeting, even when an incomplete subscription to the share capital increase and/or the exclusion of the preemptive subscription right are expected. This increase must not exceed half the share capital of the Company at the moment in which the authorization is granted, it must be made with cash contributions and it will have a 5-year period of validity.
- 12.- Delegation to the Board of Directors of all necessary powers, with express powers to delegate said authority, to request admission for trading of the new shares on the Alternative

Stock Market (MAB), once the share capital increase or increases mentioned in the previous point have been completed.

13.- For the purposes of their adaptation to the Spanish Capital Companies Act (LSC) and in compliance with the Law 31/2014, amendment of articles 15, 21, 22, 23 and 24 of the Corporate Bylaws (each amendment proposed to the General Meeting will be subject to a separate vote).

14.- For the purposes of their adaptation to the Spanish Capital Companies Act (LSC) and in compliance with the Law 31/2014, amendment of articles 4, 8, 21 and 23.3 of the General Shareholders' Meeting Regulations (each amendment proposed to the General Meeting will be subject to a separate vote).

15.- Delegation of all powers that may be necessary.

16.- If appropriate, reading and approval of the minutes of the General Meeting.

#### **SUPPLEMENT TO THE CALL**

Shareholders representing at least 5% of the share capital may request a supplement to the call to General Shareholders' Meeting to add one or various items to the agenda. This right shall be exercised through certified notification, which shall be received at the registered office within five days following the publication of the call. In that case, the supplement to the call shall be published at least fifteen days before the date of the Meeting.

#### **SHAREHOLDERS' RIGHT TO INFORMATION**

As from the publication of the notice of General Meeting and up to the seventh day prior to the date scheduled for it, shareholders may request from the Board of Directors the information and clarifications that they deem necessary or formulate in writing the questions that they deem pertinent regarding the items included on the Agenda.

Pursuant to the provisions of article 272 of the Spanish Capital Companies Act (LSC), any shareholder has the right to obtain immediately and free of charge the Annual Accounts of the Company, the Consolidated Accounts of the Company and its subsidiaries, as well as the corresponding audit and management reports. In any case, this information shall be available to shareholders on the website of the Company (<http://www.carbures.com>).

Pursuant to the provisions of articles 286 and 287, from the date of publication of the call, shareholders may access to the Board of Directors' reports regarding the proposals on the amendments of the Corporate Bylaws and the General Shareholders' Meeting Regulations; the proposals on the appointment of auditors, as well as the conditions to buy back own shares are also available to shareholders. This information may be obtained or requested at the registered office of the Company to be delivered free of charge. In any case, this information shall be available to shareholders on the website of the Company (<http://www.carbures.com>).

#### **RIGHT OF ATTENDANCE**

Shareholders have the right to attend the General Shareholders' Meeting, regardless the number of shares they hold, provided they have the corresponding attendance card or a certificate issued by the entity responsible for the registry of book entries.

Shareholders may attend the Meeting personally or represented by proxy through another person, even though such person is not a shareholder. Representation shall be conferred in

writing and specifically for this General Meeting; all of this is in accordance with the Spanish Capital Companies Act (LSC), the Corporate Bylaws and the General Shareholders' Meeting Regulations.

#### **PARTICIPATION OF A NOTARY PUBLIC**

Pursuant to article 203 of the Spanish Capital Companies Act (LSC), the Board of Directors will request the presence of a Notary Public in the General Meeting to draw up the minutes of the resolutions of the General Shareholders' Meeting.

**TOMAS PELAYO MUÑOZ**, Non-Director Secretary  
of the Board of Directors of  
**CARBURES EUROPE, S.A.**