

ZARDOYA OTIS, S.A.

REINSTATED TEXT OF REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING (May 24 2012)

Article 1. Purpose and distribution of the Regulations

These Regulations are intended to regulate the General Shareholders' Meeting of ZARDOYA OTIS, S.A. (the "**Company**"), the sovereign corporate body, through which the shareholders' right to take part in the making of the Company's essential decisions is organized, establishing the principles for preparing the Meeting, information relating thereto, the calling thereof, the manner in which it is conducted and the rules that govern its activity by law and in the by-laws, and the applicable discipline set forth in current mercantile legislation and in the Company by-laws is completed.

The Board of Directors shall adopt any measures that may be necessary to ensure the distribution of the provisions of these Regulations among the shareholders and the investor public and, for this purpose, shall publish them on the Company's web page.

Article 2. Effective date of the Regulations

These Regulations shall be applicable as from the first General Shareholders' Meeting held after they have been approved.

Article 3. Types of General Shareholders' Meeting

- Ordinary General Shareholders' Meeting

The Ordinary General Shareholders' Meeting shall be held within the first six months of each financial year in order to:

- a) Opine on the corporate management.
- b) Approve, if applicable, the accounts for the previous year.
- c) Resolve on the application of the profit/(loss).
- d) Appoint the Company's auditor.

Likewise, the Ordinary Shareholders' Meeting may adopt resolutions on any other matters that are submitted for its consideration.

- Extraordinary General Shareholders' Meeting

Any General Shareholders' Meeting that differs from the above shall be considered Extraordinary.

Article 4. Calling the General Shareholders' Meeting

General Shareholders' Meetings (whether Ordinary or Extraordinary) will be called by the Board of Directors through the means of communication established by law, which

include, among others: (i) the Official Gazette of the Commercial Registry or one of the most widely circulated daily newspapers in Spain, (ii) the Securities and Exchange Commission's (CNMV) website for which purposes a copy shall be sent to the CNMV and the Stock Exchange Governing Company, and (iii) the Company's website, so that the shareholders have sufficient time to request and obtain supplementary information in relation to the items on the agenda.

The Meeting (whether Ordinary or Extraordinary) will need to be called at least one month in advance, except for Extraordinary General Shareholders' Meetings when the law allows for a shorter period and provided that in this latter case all applicable legal requirements are met.

The notice of the Meeting (whether Ordinary or Extraordinary) will include all the requirements established by law, including the Company's name, the date, place and time of the Meeting on the first call, the agenda containing the matters to be discussed and the date on which the shareholders must have their shares registered in order to attend and vote in the General Shareholders' Meeting. It will also state how and where a full copy of the resolutions and the proposals of resolutions can be accessed, the website of the Company in which the information will be available, and the position of the person(s) calling the Meeting. The notice will contain clear and precise information of the procedures that shareholders must comply in order to be able to participate and to cast their vote in the General Shareholders' Meeting, including all the requirements established by law. The notice of the Meeting may also indicate the date and time at which the Meeting will be held on second call, provided that there will be a minimum period of twenty-four hours between the first and second call of the Meeting.

The Board shall call an Extraordinary General Shareholders' Meeting when a number of shareholders that hold at least five percent of the capital stock so request, stating the matters to be discussed in their request. In this case, the Meeting shall be called to be held within the two months following the date on which the request, through a notary, was made to the Board of Directors to call it. In this case, the Board of Directors shall draw up the agenda, and shall include as items of such agenda the matters included in the shareholders' request.

Notwithstanding the provisions of the preceding paragraphs, a General Shareholders' Meeting may be held to adopt resolutions on any matters without any prior notice if all the paid-up capital stock is present or represented and agrees to hold the Meeting.

Article 5. Shareholder rights

The Company will ensure at all times that all shareholders who are in the same position are treated equally with regard to information, participation and the exercise of voting rights in the General Shareholders' Meeting.

- Shareholder participation rights

Shareholders holding, at least, five percent of the capital stock may request the publication of an addenda to the agenda of the Ordinary General Shareholders' Meeting, in order to include one or more items on the notice of the General Shareholders' Meeting provided that such added items are accompanied by a justification or a reasoned proposal for a resolution. However, this right cannot be exercised in connection with Extraordinary General Shareholders' Meetings.

This right shall be exercised by means of written notice which shall be received at the Company's registered office within the five days following the date on which notice of the Meeting is published. The addenda to the notice of the General Shareholders' Meeting shall be published at least fifteen days before the date on which the Meeting is to be held. The failure to publish this addenda within the period established by law will lead to the nullity of the General Shareholders' Meeting.

Shareholders representing at least five percent of the share capital may submit, during the aforementioned period, additional proposals relating to matters already included or that will be included on the agenda of the Meeting called. The Company will ensure that these proposals of resolutions and any documentation attached, if applicable, is distributed among the remaining shareholders, in accordance with the law.

- Shareholder information rights

Provision of information to shareholders: As from the publication date of the notice of the Meeting, until the holding of the following General Shareholders' Meeting, the Company will make available on its website all legally required information, including, at least, the following:

- a) The notice of the Meeting.
- b) The total number of shares and voting rights on the date of the notice of the Meeting, broken down by types of shares, if applicable.
- c) The documents to be submitted to the General Shareholders' Meeting, and, in particular, any directors' reports, auditing reports and independent experts' reports. When an Ordinary General Shareholders' Meeting is called, the following documents will be included, in any event: the Company's annual accounts, the consolidated accounts and the proposal for application of the profit/(loss) for the year, the Company's management report and the consolidated management report, and the audit reports on the consolidated annual accounts and the annual accounts of the Company.
- d) Full text of the proposals of resolutions or, if none are made, a report of competent bodies or of any other Committees set up within the Board of Directors, discussing each of the items on the agenda. If and when they are received, any proposals of resolutions made by the shareholders will also be included.
- e) Any other information that may be required by law, or which the Board of Directors decides to publish in the Company's website.

On the day of the Meeting, the shareholders shall be provided with the necessary documentation at the place of the Meeting.

Shareholders' requests for information: Up to the seventh day before the date on which the Meeting is to be held, shareholders may request the Board of Directors, in relation to the items included on the agenda, any information or clarification they deem necessary, or may pose any questions in writing that they deem appropriate.

Likewise, shareholders may request from the directors in writing until the seventh day prior to the date set for the Meeting, or verbally during the Meeting, any clarifications that they deem necessary concerning the information available to the public that the Company has provided to the CNMV since the date of the last General Shareholders' Meeting and in relation to the auditor's report.

The Board of Directors shall be obliged to provide the above information in writing up to the day of the General Shareholders' Meeting.

During the General Shareholders' Meeting itself, shareholders may orally request any information or clarification that they deem appropriate in relation to the items included on the agenda. If the information requested cannot be provided at the General Shareholders' Meeting itself, the Board of Directors shall send such information in writing within the seven days after the General Shareholders' Meeting took place.

The Board of Directors shall send the information requested pursuant to the preceding paragraphs unless, in the Chairman's opinion, disclosure will damage the Company's interests.

Likewise, the directors will not be obliged to respond to specific questions from the shareholders when, before these are made, the requested information is available for all the shareholders on the Company's website, in a Q&A format.

However, information shall not be denied when the request is supported by shareholders who represent at least a quarter of the capital stock.

- Shareholders' right of attendance

Shareholders who prove that they are such by means of a certificate issued, five days prior the date of the Meeting, by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), or by the participating entities authorised for this purpose, may attend the Meeting.

Shareholders must request from Iberclear, or the participating entity authorised for this purpose, a certificate of ownership or an equivalent document, together with the card required to attend the General Shareholders' Meeting, which must be in registered form.

The Company shall begin to register the attendance cards at least two hours before the time fixed for the Meeting.

Company directors must attend the General Shareholders' Meetings.

Article 6. Representation

All shareholders who are entitled to attend may be represented at the General Shareholders' Meeting by another person, who need not be a shareholder. Representation must be conferred in writing for each specific Meeting and will be subject to the terms, conditions and limitations established by law.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented.

Similarly, investment services entities, in their condition as financial professional intermediaries, may represent their clients, natural or legal persons, subject to the terms, conditions and with the limitations prescribed by law.

Article 7. Quorum

General Shareholders' Meetings (Ordinary or Extraordinary) will meet the quorum in order to be validly held on the first call when the shareholders, present or represented, hold at least 60% of the subscribed capital stock with voting rights.

On the second call, the Meeting will be validly held when the shareholders, present or represented, hold at least 50% of the capital stock with voting rights.

In order for a General Shareholders' Meeting (Ordinary or Extraordinary) to validly resolve on a capital increase or reduction and any other amendment to the Company's by-laws; the suspension or limitation of pre-emptive rights of new shares; the issuance of bonds; the conversion, merger, spin-off of the Company; the global assignment of assets and liabilities; and the relocation of the registered office abroad; two thirds of the subscribed capital with voting rights must be present or represented on the first call. On the second call, it will be sufficient for half said capital to be attending the Meeting.

Article 8. The presiding committee of the General Shareholders' Meeting

The presiding committee of a General Shareholders' Meeting will be formed by the members of the Board of Directors.

It will be chaired by the Chairman of the Board of Directors or, in his absence, the longest serving Deputy Chairman or, in his absence, the other Deputy Chairman or the longest serving Deputy Chairman of the other two Deputy Chairmen.

The Chairman will be assisted by a Secretary, who will be the Secretary to the Board of Directors. In the absence thereof, the person designated by the shareholders at the beginning of the Meeting will act as Secretary.

The Chairman will conduct and establish the order of the deliberations and speeches; decide the manner in which votes will be taken on the resolutions; resolve any doubts, clarifications or claims that are raised in relation to the agenda, the list of those attending, ownership of the shares, delegation or representation and the requirements for the Meeting to be held validly and pass resolutions, or on any limit on voting rights established in the by-laws.

Article 9. List of those attending and opening of the General Shareholders' Meeting

Before starting the discussion of the items on the agenda, a list of those present shall be drawn up, stating the capacity in which each one of them is present or whom they represent, and the number of shares, owned by the shareholder or by a third party, with which they attend.

At the end of the list, as a summary, the number of shareholders present or represented shall be stated, together with the amount of capital that they hold, specifying the capital belonging to shareholders with voting rights.

The list of those attending the Meeting may also be drawn up in a file or placed on a computer medium. In these cases, the medium used will be stated in the minutes and the appropriate identification, signed by the Secretary with the Chairman's approval, will be placed on the sealed cover of the file or computer medium. Once the list of the shareholders attending the Meeting has been closed, those absent or, if applicable, their representatives, may attend the Meeting but will not be included in the list of attendants, without the approval of the Chairman of the Meeting.

Once the Meeting has commenced, the Secretary will read the information on the notice of the meeting and will inform on the attendance on the basis of the list of those attending the Meeting. In light of the list of those attending the Meeting, the Chairman shall, if appropriate, declare the Meeting duly constituted.

Article 10. Deliberation and adoption of resolutions

- Deliberation

At an Ordinary General Shareholders' Meeting, the Chairman will inform on the most relevant aspects of the year and the Board's proposals. His explanations may be completed by the persons he authorizes. The Chairman of the Audit Committee or, if applicable, of any of the other Committees or, in his absence, any other member of the Audit Committee or of other Committees, shall be available to answer any questions that the shareholders may raise thereat on matters which are within the powers of the Meeting.

When the appropriate explanations have concluded, the Chairman will allow the shareholders who have so requested to speak, conducting and coordinating the debate and seeking to follow the established agenda, except as provided for in articles 223 and 238 of the Capital Companies Law.

The Chairman shall conclude the debate when, in his opinion, the matter has been sufficiently debated and will then submit, to a vote the motions for a resolution, which will be read by the Secretary.

Each of the items that forms part of the agenda and any matters that notwithstanding being part of the same item of the agenda are materially different, shall be put to a separate vote, so that the shareholders can express their preferences in each case. This rule shall apply in particular to:

- a) The appointment or ratification of directors, who shall be voted separately.
- b) Amendments to the by-laws, with votes taken on all articles or groups of articles that are materially different.

At the Chairman's decision, the motions may be read in an abridged manner, provided that the shareholders who represent a majority of the subscribed capital with voting rights present or represented at the Meeting do not object.

Using his right to order the manner in which the Meeting is conducted, the Chairman may, without prejudice to other actions:

- a) Extend, when he sees fit, the time initially assigned to each shareholder, which, unless expressly stated otherwise, may not exceed five minutes.
- b) Ask the speakers to clarify questions that have not been understood or have not been sufficiently explained during their speech.
- c) Ask the shareholders who speak to restrict their speeches to matters pertaining to the Meeting and to refrain from making inappropriate statements or using their right in an abusive or obstructive manner.
- d) Inform the speakers when the time allotted to them is near to the end, so that they can adapt their speech and, when the time allowed for the speech has ended or if they persist with any of the conducts described in point (c) above, he may prevent them from continuing.
- e) If he considers that their speech may alter the appropriate order and normal evolution of the Meeting, instruct them to leave the premises and, if applicable, adopt the measures required for this order to be met.

- Voting

Each share shall give the right to one vote in the terms established in the by-laws.

If the shareholder is represented by another person in accordance with the requirements set out by law, the representative will issue the vote according to the instructions received from the shareholder and must keep these instructions for one year as from the holding of the Meeting.

When a representative represents several shareholders, he/she may issue votes in a different direction, pursuant to the instructions received from each of the represented shareholders.

In addition, financial intermediaries may exercise the voting rights on behalf of their clients, whether they are natural or legal persons, when they have been duly empowered to do so, and may, on behalf of their clients, exercise the vote in a different direction as per the voting instructions received. To this end, they will have to send the Company, within the seven days prior to the date set for the Meeting, and with the purpose of determining the direction of the vote, a list indicating the identity of each client, the number of shares in respect of which they exercise the voting rights, as well as the voting instructions received, as the case may be.

The Company will establish for each resolution put to vote at the Meeting, at least: the number of shares for which votes have been validly cast, the proportion of the share capital represented by those votes, the total number of votes validly cast as well as the number of votes cast in favour of and against each resolution and, where applicable, the number of abstentions.

The votes shall be noted by the Secretary individually for each of the items on the agenda. The Secretary shall deliver the list with the result of the vote on each motion to the Chairman.

- Adoption of resolutions

Resolutions shall be adopted by the majority of votes provided for in the by-laws and shall be binding on all shareholders, including those who voted against them and those who did not attend the Meeting.

- Questions and answers

Before the Meeting ends, those present at the Meeting may raise any other issues they see fit.

- End of the General Shareholders' Meeting

Subsequently, the Chairman will bring the Meeting to an end.

Article 11. Minutes of the General Shareholders' Meeting and publication of its resolutions

The matters debated and the resolutions adopted at General Shareholders' Meetings shall be recorded in the minutes. The minutes thus drawn up shall either be approved at the end of the Meeting by those present, or during the following fifteen days by the person who acted as Chairman of the Meeting and two scrutinisers appointed by the Meeting itself, one by the majority and the other by the minority.

Minutes approved in either of the manners described above shall be enforceable as from the date of their approval.

The minutes shall be recorded in the Company's Minutes Book, which may be formed by loose sheets previously legalized by the Commercial Registry, on which at least the circumstances and requirements set forth by both the Capital Companies Law and the Regulations of the Commercial Registry shall be included.

Without prejudice to having any resolutions that must be recorded in the Commercial Registry recorded and any legal provisions that may be applicable in relation to making corporate resolutions public, the Company shall send the text of the resolutions passed to the CNMV on the working day immediately following the day on which the Meeting was held.

Likewise, the resolutions passed and the results of the voting in the Shareholders' Meeting will be published on the Company's website, within five days following the end of the General Shareholders' Meeting.

Article 12. Making the Regulations of the General Shareholders' Meeting public

After approval hereof, these Regulations on the General Shareholders' Meeting shall be available through the Company's web page for the information of shareholders and investors.

The Regulations of the General Shareholders' Meeting will be notified to the CNMV. Once the communication has been made, the Regulations will be registered with the Commercial Registry as established by law. After registration, the Regulations of the General Shareholders' Meeting will be published by the CNMV.