



**BY-LAWS OF GIGAS HOSTING, S.A.**

**BY-LAWS OF GIGAS HOSTING, S.A.****ARTICLE 1.- COMPANY NAME**

The company shall be called "**GIGAS HOSTING, S.A.**" and governed by these by-laws and, for matters not covered herein, by the Spanish Companies Act (*Ley de Sociedades de Capital*) and other applicable provisions.

**ARTICLE 2.- CORPORATE PURPOSE**

The Company's corporate purpose comprises:

Providing, advising on and selling IT and hosting solutions, web domains, hosting, consultancy and connectivity applications.

Marketing computer hardware, developing and creating computer software, and providing IT consulting services.

Providing technology, marketing, advertising and graphic design services and advisory.

These activities may be also performed by the Company indirectly, in whole or in part, through interests in other companies with a similar corporate purpose.

Where an official degree or appointment, academic accreditation or professional membership is required to carry out any of the activities included in the corporate purpose, such activity may only be carried out on behalf of the company, as a corporate activity, by a person who holds the legally required title or membership.

**ARTICLE 3.- REGISTERED ADDRESS**

The Company's registered address is Avda. de Fuencarral, 44, Edificio 1, Alcobendas (28018 - Madrid).

The Board of Director shall have the power to create, close or relocate any branches.

**ARTICLE 3 BIS.- CORPORATE WEBSITE**

The Company's corporate website is <https://gigas.com>

The website satisfies shareholders' right to information and provides a channel for communication with investors and other market agents.

The Company's Board of Directors may decide to transfer, modify or remove the corporate website and is authorised to amend this article of the Company's by-laws and place any such amendment on public record at the Companies Register (*Registro Mercantil*).

**ARTICLE 4.- DURATION AND COMMENCEMENT OF OPERATIONS**

The Company is incorporated for an unlimited period. Its operations shall commence on the date of issue of the Company's certificate of incorporation.

**ARTICLE 5.- SHARE CAPITAL**

Share capital is set at EIGHTY-SIX THOUSAND FOUR HUNDRED AND FORTY-SIX EUROS AND THIRTY-SIX CENTS (€86,446.36), fully subscribed and paid up.

Share capital is divided into FOUR MILLION THREE HUNDRED AND TWENTY THOUSAND THREE HUNDRED AND EIGHTEEN (4,322,318) shares of TWO EURO CENTS (€0.02) par value each, all of the same class and series, numbered consecutively from 1 to 4,322,318, inclusive.

The shares are fully subscribed and paid in.

The shares are represented by book entries and governed by the Spanish Securities Market Act (*Ley del Mercado de Valores*) and other complementary provisions. Until shares are paid in full, such circumstance shall be noted in the accounting entry.

The Company's book-entry register shall be carried by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and its participating entities.

**ARTICLE 6.- TRANSFER OF SHARES**

Shares may be transferred freely in accordance with the Spanish Companies Act.

However, a shareholder wishing to acquire an ownership interest of more than 50% of share capital must simultaneously make a tender offer, under the same terms and conditions, to all of the remaining shareholders.

Likewise, shareholders receiving an offer from a shareholder or a third party to purchase their shares and whose offer terms and conditions, characteristics and other circumstances enable the shareholder to reasonably infer that the purpose is for the acquirer to acquire a

shareholding of over 50% of the share capital, may only transfer the shares that enable the acquirer to exceeds this threshold if the potential acquirer proves that it has made an offer to acquire shares to all the shareholders under the same terms and conditions.

#### **ARTICLE 6 BIS.- DISCLOSURE OF SIGNIFICANT SHAREHOLDINGS**

Shareholders must disclose to the Company any acquisitions or transfers of shares, by any title, directly or indirectly, that increase their shareholding to or above, or decreases their shareholding to below 10% of share capital and equivalent multiples.

For shareholders who are directors or executives of the Company, this disclosure requirement is for 1% of share capital and equivalent multiples.

These disclosures shall be made to the body or person designed by the Company for such purpose and within a maximum period of four working days from the occurrence of the event giving rise to the notification.

The Company shall publicly disclose such notifications in accordance with the rules of the Mercado Alternativo Bursátil (the Spanish Alternative Equity Market).

#### **ARTICLE 6 TER.- DISCLOSURE OF SHAREHOLDER AGREEMENTS**

Shareholders must disclose to the Company any agreements they enter into, amend, extend or extinguish that restrict the transferability of the shares owned or the rights conferred on them.

These disclosures shall be made to the body or person designed by the Company for such purpose and within a maximum period of four working days from the occurrence of the event giving rise to the notification.

The Company shall publicly disclose such notifications in accordance with the rules of the Mercado Alternativo Bursátil (the Spanish Alternative Equity Market).

#### **ARTICLE 6.- QUATER.- DELISTING**

Where the General Meeting adopts a resolution to delist the Company's shares from the Mercado Alternativo Bursátil (the Spanish Alternative Equity Market) that is not supported by all the shareholders, the Company shall make an offer to those shareholders who have not voted in favour to acquire their shares at the price resulting from applying the regulation on public takeover bids for situations of delisting.

**ARTICLE 6.- QUINQUIES.- SPECIFIC GENERAL MEETING REGULATIONS**

The General Meeting may approve specific rules of operation of the General Meeting governing all matters inherent to this body as it sees fit, provided they comply with the law and these by-laws.

**ARTICLE 6.- SEXIES.- SPECIFIC BOARD OF DIRECTOR REGULATIONS**

The Board of Directors may approve internal rules and regulations for the Board and its operation subject to a report to the General Meeting in accordance with the law and these by-laws, setting out specific measures to ensure the optimum management of the Company.

**ARTICLE 7.- CORPORATE BODIES**

The Company's governing bodies are:

- (a) The General Meeting of Shareholders.
- (b) The Board of Directors.

**ARTICLE 8.- CALL AND QUORUM OF GENERAL MEETINGS****8.1 CALL**

General Meetings shall be convened by an announcement published on the Company's website, if created, registered and publicly announced as stipulated in the Spanish Companies Act. When the company has not agreed to create its website or if the website has not yet been duly registered and publicly announced, the meeting shall be convened by announcement in the Official Journal of the Companies Registry (*Boletín Oficial del Registro Mercantil*) and in one of the daily newspapers most widely circulated in the province where the company's registered office is located. In lieu of the procedures laid down in the previous paragraph, the meeting may be convened by any written and individual addressed manner of notice that guarantees receipt by all shareholders at the addresses designated thereby for that purpose or at the addresses listed in the Company's files. General Meetings must be convened at least one (1) month in advance of the date they are to be held, unless the law or the Company's by-laws require a different notice period for certain circumstances. Notices of meetings shall specify the Company name, date and time of the meeting, and contain the agenda with a list of the items to be discussed and the name of the person or persons convening the meeting and any other legally required information. Where applicable, notices may specify the time and date of the General Meeting at second call. At least twenty-four (24) must elapse between the first and second call.

General Meetings must be held in the municipal district where the Company has its registered office or in the municipal district of Madrid.

If no meeting place is specified, the meeting shall be understood to be convened at the registered office. Shareholders representing at least five per cent (5%) of share capital may request that an addendum be published with the call to convene the General Meeting to include one or more agenda items. This right must be exercised with due notification by a reliable method received at the registered office within five (5) working days of the date of publication of the call to convene the meeting. The addendum must be published at least fifteen (15) days prior to the date established for the General Meeting. The Board of Directors must also convene a General Meeting when so requested by shareholders representing at least 5% of the share capital, who must specify in the request the matters to be addressed at the General Meeting. General Meetings may be convened by court orders in accordance with the Spanish Companies Act.

## **8.2 QUORUM**

General Meetings shall be deemed to reach a quorum in first call when the shareholders present or represented own at least 25% of the subscribed capital with voting rights. In the second call, a quorum shall be deemed to be reached regardless of the amount of share capital present or represented.

However, shareholders holding shares representing at least 50% of the subscribed capital with voting rights must be present or represented in the first call of General Meetings to validly adopt decisions regarding the matters set out in article 194 of the Spanish Companies Act. In second call, 25% of the share capital present or represented shall suffice.

## **8.3 UNIVERSAL GENERAL MEETINGS**

Notwithstanding the provisions of the previous section, Universal General Meeting shall be deemed validly constituted to discuss any matter, with no need for advance notice, when all the capital is present or represented and the attendees unanimously consent to hold the meeting. Universal General Meetings may be held anywhere in Spain or abroad.

## **ARTICLE 9.- ATTENDANCE AND REPRESENTATION**

Any holders of shares registered in the Company's ledger at least five days in advance of the date of the General Meeting may attend in person or be represented by proxy, who need not be a shareholder. For this purpose, the shareholder shall request and receive by the Company, at any time between the publication of the notice of meeting and the start of the General Meeting, the related attendance card. Proxies must be given in writing and issued specifically for each Meeting. The latter requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the principal, nor when the proxy holder has a general power of attorney by virtue of a public document vesting him/her with powers to administer all the assets that the principal owns in national territory.

Proxies may be revoked at any time and shall be deemed to be revoked if the principal attends the meeting in person.

Attendance to General Meetings may be in person at the place where the meeting is held or any place connected to the meeting by electronic methods that duly allow the person attending to be recognised and identified, continuous communication among those attending irrespective of the place where they are, and participation and casting votes in real time. The notice of meeting shall indicate the possibility of remote attendance and specify how this may be done.

Shareholders' rights to attend and be represented shall be governed by the regulations applicable to the Company at any given time and, where applicable, any General Meeting regulations that the Company may approve.

Directors must attend General Meetings.

#### **ARTICLE 10.- RIGHT TO INFORMATION**

Up to the seventh day before the meeting is due to be held, shareholders may request in writing any information or clarification or submit any questions they deem necessary regarding the items on the agenda. The directors shall be obliged to provide this information in writing by the day on which the General Meeting is held.

During General Meetings, the Company's shareholders may verbally request any information or clarification they deem necessary, regarding the items on the agenda. If the shareholders' right cannot be upheld at that point, the directors shall be obliged to provide the requested information in writing, within seven (7) days of the General Meeting having taken place.

The directors shall be obliged to provide the requested information referenced in the two previous paragraphs, unless said information is deemed unnecessary for the recognition of shareholders' rights or there are objective reasons to consider that the information may be used for reasons that are detrimental to the Company's best interests or where publication of the information may prejudice the Company or related companies. The information request shall not be withheld when the request is upheld by shareholders representing at least 25% of the share capital.

#### **ARTICLE 11.- GENERAL MEETING OFFICERS**

The chairperson and secretary of the General Meeting shall be the chairperson and secretary of the Board of Directors and, in their absence, the shareholders present or represented at the start of the meeting.

The chairperson shall lead discussions at General Meetings and, for this purpose, grant the right to speak, and determine the length of turns and their purpose.

**ARTICLE 12.- MAJORITIES FOR ADOPTING RESOLUTIONS**

Resolutions of General Meetings shall be adopted by a simple majority of the votes of shareholders present or represented at the meeting. A resolution is understood to be adopted when there are more votes in favour than against from the capital present or represented.

However, for the resolutions referred to in article 194 of the Spanish Companies Act, if share capital present or represented exceeds 50% of the total, adoption shall only require an absolute majority. However, a favourable vote of two-thirds of the share capital present or represented by proxy at the General Meeting shall be required when, at second call, at least 25% but less than 50% of the subscribed share capital with voting rights is in attendance.

**ARTICLE 12 BIS.- DISTANCE VOTING**

Shareholders entitled to attend may cast their votes on motions under items included on the agenda of any type of General Meeting by post or any other means of distance communication that, guaranteeing the identity of the shareholder exercising their right to vote, the Board of Directors decides, with the call of each General Meeting, as may be set out in any Regulation of General Meetings that the Company may approve.

To be valid, votes cast by means of distance communication must be received by the Company at least twenty-four (24) hours before the day immediately before the date scheduled for the General Meeting at first call. Otherwise, the vote shall be deemed not to have been cast.

The Board of Directors, pursuant to any Regulations of the General Meeting of Shareholders that may be approved by the Company, may implement these provisions by establishing the appropriate rules, means and procedures for the state of the art for casting votes and granting proxies by means of remote communication, complying, where appropriate, with any rules applicable for this purpose. Any implementing rules adopted in accordance with this section shall be published on the Company's website.

Attendance in person to General Meetings by the shareholder or proxy shall have the effect of revoking the votes cast by post or other means of distance communication.

**ARTICLE 13.- COMPOSITION OF THE BOARD OF DIRECTORS**

The Company shall be managed and represented, under the terms set out in the Spanish Companies Act and these by-laws, by a Board of Directors, which shall comprise a minimum of three (3) and a maximum of twelve (12) members, who shall act collectively, without prejudice to the delegations and powers of attorney that may be conferred.

**ARTICLE 14.- TERM OF OFFICE**

The directors appointed to the Board of Directors shall hold their office for a period of six (6) years. The term of office shall be the same for all directors, without prejudice to their re-election or to the authority of the General Meeting to dismiss directors at any time in accordance with the Spanish Companies Act.

If vacancies should arise during the directors' term and no deputies have been appointed, the Board may designate from among the shareholders the person or persons who are to fill such positions until the next General Meeting is held.

**ARTICLE 15.- REMUNERATION OF DIRECTORS**

The position of director is paid. The director remuneration system shall consist of the following:

- (i) A fixed annual amount commensurate with the services and responsibilities undertaken
- (ii) An allowance consisting of the amount of the premium of the civil liability insurance policy taken out in the director's name

Notwithstanding the provisions of the previous section, director remuneration may also consist of the delivery of shares or stock options or be linked to the value of the Company's shares. The agreement to apply these systems is up to the General Meeting. Where applicable, the General Meeting resolution shall state the number of shares to be awarded, the strike price of stock options, the value of the shares taken as a reference, and the term of the remuneration plan, as well as any other terms and conditions deemed appropriate.

In addition, directors appointed as chief executive officers on the Board of Directors, or who are assigned executive or management functions by virtue of an employment relationship or any other relationship/title, shall also receive (i) variable remuneration based on achievement of quantitative and qualitative criteria and, where appropriate, (ii) any severance pay for termination of the relationship with the Company, provided that the termination is not due to a breach of the director's duties, and (iii) any commitments by the Company to pay amounts in respect of insurance premiums or contributions to savings or pension schemes. In this regard, a contract must be signed between the director and the Company as required by the Spanish Companies Act.

This contract shall adapt to the director remuneration policy to be approved by the General Meeting of Shareholders.

The maximum amount of annual remuneration of all directors (including the Chief Executive Officer and executive directors) shall be approved by the General Meeting and remain in force until such time as it is modified.

**ARTICLE 16.- APPOINTMENT OF POSITION ON THE BOARD OF DIRECTORS.**

The Board shall elect its chairperson and secretary from among its members, and may also appoint a deputy chairperson and a deputy secretary, provided that these appointments were not made by the General Meeting when the directors were elected or the directors hold such positions at the time of the re-election.

The position of secretary and deputy secretary, if any, may be held by persons who are not members of the Company's Board of Directors.

**ARTICLE 17.- OPERATION OF THE BOARD OF DIRECTORS**

Meetings of the Board of Directors shall be called by the chairperson or acting chairperson. Directors comprising at least one third of the members of the Board of Directors may convene a meeting, specifying the agenda, which must be held in the town or city where the registered office is located if the chairperson, after being asked to do so, fails to convene the meeting within one month of the request.

The meeting shall be convened by letter, fax, or any other written or electronic means. The notice of meeting shall be addressed personally to each board member and sent to the address appearing in their appointment or any other address notified to the Company at least ten days before the date of the meeting.

A board meeting shall be deemed valid when all of its members are present and decide unanimously to hold the meeting.

The meeting shall be validly constituted if an absolute majority of members attend the meeting in person or by proxy. In the event of an odd number of directors, the absolute majority shall rule be determined by default (for example, 2 directors must be present a meeting of a board comprising 3 member; 3 in one of 5; 4 in one of 7; etc.).

A director may only be represented at board meetings by another director. Proxies shall be granted in a letter addressed to the chairperson.

Directors may attend, participate in discussions and exercise their right to vote through any means of distance communication provide that it duly guarantees the identity of the principal and the security of their communications and vote. The notice of meeting shall indicate the possibility of remote attendance and specify how this may be done.

Meetings of the Board of Directors may be held by any means of distance communication under the same terms.

The chairperson shall open proceedings and direct the discussion on matters, granting the floor, and providing news and reports on corporate issues to the members of the board.

Except where the Spanish Companies Act requires a larger majority, agreements by the Board of Directors shall be adopted by an absolute majority of directors attending. In the event of an odd number of directors, the absolute majority shall rule be determined by default (for example, 2 directors must be present a meeting of a board comprising 3 member; 3 in one of 5; 4 in one of 7; etc.).

Voting on decisions in writing outside meetings shall be valid when no director objects to this procedure.

Board of Directors' discussions and decisions shall be recorded in a minutes book.

The Board of Directors may designate from among its members an executive committee or one or more chief executives, without prejudice to the powers of attorney that may be granted to any person.

The permanent delegation of any of the Board of Directors' powers to the executive committee or to any executive director or directors, and the appointment of any director to occupy these positions, shall require the favourable vote of two thirds of the board members to be valid and shall not take effect until registration in the Companies Register.

Reporting on corporate governance, the submission of financial statements to the general meeting and the powers vested thereby in the board may not be delegated except where explicitly authorised by the General Meeting.

#### **ARTICLE 17 BIS.- AUDIT, CONTROL AND COMPLIANCE COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE.**

The Board of Directors may set up an Audit, Control and Compliance Committee on a permanent basis, delegating to it the appropriate reporting, advisory and proposal authorities. The Audit, Control and Compliance Committee's remit shall entail evaluating the Company's accounting verification system, ensuring the independence of the external auditor, reviewing the internal control system and overseeing compliance with the Company's governance rules. The Audit, Control and Compliance Committee shall be regulated by the Regulations of the Board of Directors if such regulations are approved by the Company.

The Board of Directors may also set up a Nomination and Remuneration Committee to oversee the integrity of the process for selecting directors and senior executives, and assist the Board of Directors in determining and supervising director remuneration. The Nomination and Remuneration Committee shall be regulated by the Regulations of the Board of Directors if such regulations are approved by the Company.

#### **ARTICLE 18.- FINANCIAL YEAR**

The Company's financial year is the same as the calendar year.

The Company's Board of Directors shall authorise for issue, within three months of the end of the financial year, the annual financial statements, management report (where required by law), the proposed distribution of profit or loss, and, as appropriate, the consolidated financial statements and consolidated management report.

The financial statements and management report, where applicable, must be signed by all members of the Board of Directors. If any of their signatures is missing, all the documents in which it is missing shall mention this with an express explanation of the reason.

From the notice convening the General Meeting, any shareholder may examine and/or obtain, immediately and free of charge, all documents to be submitted for approval at the meeting and, where applicable, the management report and the auditor's report.

#### **ARTICLE 19.- DISTRIBUTION OF PROFIT OR LOSS**

The General Meeting shall decide on the distribution of profit or loss for the year based on the approved balance sheet.

Dividends shall be distributed to ordinary shareholders in proportion to paid-in capital.

#### **ARTICLE 20.- DISSOLUTION AND LIQUIDATION.**

The Company shall be dissolved in the circumstances set out in, and as required by, the Spanish Companies Act.