

# REINSTATED TEXT OF THE BY-LAWS OF ZARDOYA OTIS, S.A.

( MAY 24, 2012 )

## SECTION I NAME, DURATION, REGISTERED OFFICE AND CORPORATE PURPOSE

### Article 1. NAME

The name of the Company is ZARDOYA OTIS, S.A.

It is a business Company and shall be governed by these By-Laws and, subsidiarily, by the Capital Companies Law (*Ley de Sociedades de Capital*) and other relevant legal provisions.

### Article 2. DURATION

The duration of the Company has no definite time limit. It commenced its operations on the date on which the public deed of incorporation was signed.

### Article 3. REGISTERED OFFICE

The Company has its registered office in Madrid, Calle Golfo de Salónica 73, where its effective centre of administration and management is located.

The Company shall be entitled to establish branches, agencies or delegations, both in Spain and abroad, by virtue of a resolution adopted by the Board of Directors, which shall also be competent to decide to transfer the registered office within the same town and to eliminate or transfer branches, agencies or delegations.

### Article 3. (bis) CORPORATE WEBSITE

The Company will have a corporate website to provide shareholders with the mandatory information and to disclose any relevant information required by the stock market legislation, as well as to make available to shareholders and investors any other information deemed appropriate or convenient. The corporate website will comply under all circumstances with the requirements provided by the Law.

The decisions on the amendment, relocation or elimination of the Company's website will a competency of the Board of Directors. This decision will be recorded in the Company's file of the relevant Commercial Registry and published on the Official Gazette of the Companies Register, as well as on the Company's amended, eliminated or relocated website during the thirty days following the insertion of the relevant resolution.

### Article 4. CORPORATE PURPOSE

The corporate purpose of the Company shall be:

- a) The manufacture, design and development, installation, repair, maintenance and sale of engines, elevators, service elevators, platforms, escalators and moving platforms, vertical evacuation sleeves, cable railways, automatic doors and garage doors, for any use and with any characteristics whatsoever, the import and export of machinery and equipment related to the foregoing, parts and components, previously assembled or otherwise, and any equipment the purpose of which is to move people or objects.

- b) The administration, promotion and management of industrial, agricultural, commercial or service companies and the participation in companies that already exist or are newly created, either through the management bodies or by holding shares or interests.
- c) The activities that comprise the corporate purpose may be carried on by the Company indirectly, either totally or partially, by means of holding interests in companies with an identical or analogous purpose.

## **SECTION II CAPITAL STOCK, SHARES**

### **Article 5. CAPITAL**

The capital stock is 36,689,666.60 euros and is represented by a series of 366,896,666 ordinary shares with a par value of 0.10 euros each.

The shares are fully subscribed and paid up.

### **Article 6. SHARES WITHOUT VOTING RIGHTS**

The Company shall be entitled to issue shares without voting rights under the conditions and meeting the limits and requirements established by law.

The holders of non-voting shares shall be entitled to receive a minimum annual dividend of 5% of the capital paid up for each share without voting rights, to which the same dividend as that corresponding to each ordinary share shall be added.

The foregoing is pursuant to the provisions of articles 98 et seq. of the Capital Companies Law.

### **Article 7. INCREASE IN CAPITAL**

The capital stock may be either increased or reduced in accordance with the General Shareholders' Meeting legally called for this purpose, pursuant to the provisions of articles 295 et seq. of the Capital Companies Law.

### **Article 8. FORM OF THE SHARES AND THE SUBSCRIPTION, ACQUISITION AND TRANSFER THEREOF**

The shares shall be represented by account entries.

While the shares are listed on the Stock Exchange, the accounting records therefore shall be kept by the Register of Securities and of the Clearing and Settlement of all trades ("*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*" or "Iberclear") and the participating entities entitled to do so in the terms provided for in the applicable securities market regulations.

The shares may be freely transferred by any of the means admitted by law.

### **Article 9. RIGHTS GRANTED BY THE SHARES**

Each share confers the status of shareholder upon its legitimate holder. Those belonging to the same class confer the same rights and duties in accordance with the provisions of the Capital Companies Law.

The usufruct, pledge and seizure of shares shall be governed by the provisions of the Law.

### **SECTION III THE COMPANY'S BODIES OF MANAGEMENT**

#### **Article 10. MANAGEMENT AND REPRESENTATION OF THE COMPANY**

The management and representation of the Company rest with the General Shareholders' Meeting and the Board of Directors, in accordance with the provisions of these By-Laws.

#### **PART ONE General Shareholders' Meetings**

#### **Article 11. THE GENERAL SHAREHOLDERS' MEETING**

The General Shareholders' Meeting is the assembly of shareholders, duly called and constituted. Its resolutions shall be binding on all shareholders, including those who dissent or are absent, without prejudice to the right to objection and actions granted to the shareholders under the Act.

#### **Article 12. TYPES OF GENERAL SHAREHOLDERS' MEETING**

General Shareholders' Meetings may be either ordinary or special and must be called by the Board of Directors.

An ordinary Shareholders' Meeting shall necessarily be held once a year, within six months from each fiscal year end.

A special Shareholders' Meeting shall be held when so resolved by the Board of Directors or at the request of shareholders representing at least 5% of the capital stock, the items to be discussed at the Meeting being stated in the request.

#### **Article 13. CALLS FOR MEETINGS**

Both ordinary and special Shareholders' Meetings shall be called by the Board of Directors through the means of communication established by law, which include, at least, the following: (i) Official Gazette of the Companies Register or one of the daily newspapers with highest circulation in Spain; (ii) the website of the CNMV; and (iii) the website of the Company.

A minimum period of one month must elapse between the announcement of the meeting (ordinary or special) and the holding of meeting, except for special Shareholder's Meetings when the law establishes a shorter term, and provided that the legal requirements are complied. Notwithstanding this, if shareholders representing at least 5% of the capital stock have requested the Board of Directors to announce a special Shareholder's Meeting, the Board of Directors shall call this special meeting within two months from the date it was requested to do so by means of a notarized document.

The notice of the meeting (whether ordinary or special) shall detail all the information that is required by law as applicable, including the date, place and time of the meeting at first call, as well as the detailed proposals of the resolutions to be adopted by the meeting and included in the agenda. Likewise, it may state the date on which, if applicable, the meeting

shall be held at second call, with a minimum period of 24 hours between the first and second calls.

Shareholders representing at least 5% of the Capital Stock may request the publication of an addendum to the announcement of the General Shareholders Meeting, including one or more additional items on the agenda, provided that each such item is accompanied by a justification or a reasoned proposal for a resolution. However, this right cannot be used in connection with special Shareholders Meetings. The mentioned shareholders may likewise submit supported proposals relating to matters already included or that shall be included in the agenda of the meeting called. These rights shall be exercised in accordance with the requirements and time limits set out in the Law.

From the publication date of the notice of the meeting, until the holding of the next Shareholders Meeting, the Company will make available on its website all the relevant information for shareholders.

Notwithstanding the provisions of the preceding paragraphs, a General Shareholders Meeting may be held without the need for prior notice if all the paid-up capital stock is present and those present agree to hold it.

#### **Article 14. QUORUM**

A General Shareholders' Meeting (whether ordinary or special) shall be validly assembled at first call when the shareholders present or represented hold at least 60% of the subscribed capital with voting rights.

At second call, the Meeting shall be validly assembled when the shareholders present or represented hold at least 50% of the subscribed capital with voting rights.

In order for the general or special Shareholders' Meeting to resolve validly upon the capital stock increase or reduction and any other amendment to the Company's by-laws, the issuance of debentures, the suspension or limitation of pre-emptive rights of new shares, or the transformation, merger, spin-off of the Company or the global conveyance of assets and liabilities, or the relocation of the registered office abroad or, in general, any other amendment in relation to which the law requires an increased majority, it will be necessary, on first call, that the meeting be attended by shareholders present or represented owning at least two thirds of the subscribed capital with voting rights. At second call, 50% of the paid up capital shall suffice.

#### **Article 15. ATTENDANCE AT THE MEETINGS**

All shareholders may attend General Shareholders' Meetings in person or may be represented thereat by another person, who need not be a shareholder. Representation must be conferred in writing specifically for each Meeting, in compliance with the applicable legal requirements

The appointment of a representative by a shareholder and the notice of this appointment to the Company may be submitted by the following remote means of communication:

- a) By delivery of written postal correspondence or any other written mean that, in the opinion of the Board of Directors in an agreement previously adopted for this purpose, allow duly verifying the identity of the shareholder that confers its representation and of the representative or representatives being appointed.
- b) By using any electronic remote means of communication that may have been deemed

suitable by the Board of Directors, as long as the chosen mean duly guarantees the validity of the representation granted, the Shareholder's recognition and the identification of the appointed representative or representatives.

The Board of Directors is expressly entitled to expand upon the foregoing provisions, establishing such instructions, rules, means and procedures to document the casting of votes and grant of proxies by remote means of communication as may be appropriate, in accordance with the state of technology. Any implementing rules adopted by the Board of Directors pursuant to the provisions hereof shall be published on the Company's corporate website.

Proof of ownership of the shares by means of a certificate from Iberclear or from the participating entities entitled to do so, issued five days before the date of the Meeting, shall be an essential requirement for attending the Meeting.

The directors must attend the General Shareholders' Meetings. Managers, legal representatives, technical personnel and any other persons who, in the opinion of the Chairman of the Meeting, should be present thereat due to their interest in the correct running of corporate matters may also attend. The Chairman of the Meeting may authorize, in principle, the attendance of any other person he sees fit. The Meeting may, notwithstanding, revoke this authorization.

#### **Article 16. CHAIRMANSHIP OF THE MEETING, DELIBERATIONS AND ADOPTION OF RESOLUTIONS**

The Chairman of the Board shall chair the Shareholders' Meeting or, in his absence, the oldest Deputy Chairman will replace him or otherwise, the other Deputy Chairman or the oldest among the other two Deputy Chairmen.

In the absence of the Chairman and Deputy Chairmen, the shareholder appointed for this purpose by the Shareholders' Meeting shall act as Chairman.

The Secretary to the Board shall act as the Secretary to the Shareholders' Meeting. In his absence, the person designated for this purpose by the Shareholders' Meeting shall act as Secretary.

Before commencing the Agenda, a list of those present shall be drawn up in the manner and with the requirements set forth in the Act.

The Chairman shall lead the debate, granting the floor, in strict sequence, to all shareholders who have so requested in writing and then to those who do so orally.

Each of the items on the Agenda, as well as those items that, even if they are included in the same item of the Agenda are materially different, shall be put to a separate ballot 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, that shall be voted separately.
- b) Amendments to the by-laws, with votes taken on all articles or groups of articles that are materially different.

Resolutions shall be adopted by a majority of the capital present or represented at the Meeting.

## **Article 16 (bis). DISTANCE VOTING**

Any shareholder entitled to attend and to vote may cast his distance vote on proposals relating to items on the Agenda of a General Shareholders' Meeting by any of the following remote means of communication:

- a) By written postal correspondence, or any other written mean that, in the judgment of the Board of Directors recorded in a resolution adopted for such purpose, allows for the due verification of the identity of the shareholder exercising his voting rights; or
- b) By using any electronic remote means of communication that may have been deemed suitable by the Board of Directors, if the chosen mean duly ensures the authenticity and the identity of the shareholder exercising his vote as well as the security of electronic communications.

A vote cast by any of the aforementioned remote means must be received by the Company twenty-four hours prior to the date the General Shareholders' Meeting is to be held on first call. Otherwise, the vote shall be deemed not to have been cast.

The Board of Directors is expressly entitled to expand upon the foregoing provisions, establishing such instructions, rules, means and procedures to document the casting of votes and grant of proxies by remote means of communication as may be appropriate, in accordance with the state of technology. Any implementing rules adopted by the Board of Directors pursuant to the provisions hereof shall be published on the Company's corporate website.

## **Article 17. ATTRIBUTES AND COMPETENCIES OF THE GENERAL SHAREHOLDER'S MEETINGS**

Ordinary General Shareholders' Meetings shall be competent:

- a) To examine and approve, if applicable, the annual accounts, directors' report and proposed application of the profit or loss for the previous fiscal year, submitted by the Board of Directors.
- b) To approve the management of the Company.
- c) To appoint account auditors.

In any case, decisions involving a fundamental corporate change should be submitted to the General Shareholders' Meeting for approval and, in particular the following:

- a) The transformation of the Company into a holding Company or reallocating core activities to subsidiaries that were previously carried out by the originating firm, even though the latter retains full control of the former.
- b) Any acquisition or disposal of key operating assets that would effectively alter the Company's corporate purpose.
- c) Operations that effectively add up to the Company's liquidation.

Any other matter reserved to the competency of the Shareholders' Meeting, either by law or under the provisions of the By-Laws, may be decided at an ordinary or special Shareholders' Meeting.

## **Article 18. MINUTES**

The deliberations and resolutions of both ordinary and special Shareholders' Meetings shall be recorded in minutes drawn up in a special minute book and shall be signed by the Chairman or Secretary or the persons who have acted as their substitutes. The minutes may be approved by the Shareholders' Meeting itself immediately after it has been held or, failing this, within a term of fifteen days, by the Chairman and two auditors, one appointed by the majority shareholders and the other by the minority.

The Board of Directors may, on its own initiative, if it thus decides, or obligatorily, when shareholders representing at least 1% of the capital stock have so requested in writing using reliable means at least five days prior to the date planned for holding the Meeting at the first call, require the presence of a notary to make a record of the meeting, the fees of the Notary chosen being payable by the Company. The notary's record shall be considered as the minutes of the Meeting.

The resolutions adopted and the results of the voting in the Shareholders' Meeting will be published on the Company's website, within five days from the end of the Shareholders' Meeting.

## **SECOND PART BOARD OF DIRECTORS**

### **Article 19. BOARD OF DIRECTORS**

The Board of Directors is the body responsible for directing, managing and representing the Company, the foregoing without prejudice to the powers pertaining to the General Shareholders' Meeting.

### **Article 20. STRUCTURE OF THE BOARD**

The Board of Directors shall consist of no less than three and no more than fifteen members. The number of members shall be determined by the General Shareholders' Meeting.

The Directors shall be elected by ballot pursuant to the rules established for this purpose in the Act.

It is not necessary to be a shareholder in order to be a member of the Board, except in the event of appointment by co-option (*cooptación*) made by the Board itself pursuant to the provisions of Article 244 of the Capital Companies Law.

### **Article 21. TERMS OF THE OFFICE OF DIRECTORS**

Directors shall hold office for an initial term of six years. Directors may be re-elected for successive periods up to a maximum of six years on each occasion by the General Shareholders' Meeting as many times as the latter sees fit.

Even though a director's term of office may have expired, he shall continue to discharge his duties until the first General Shareholders' Meeting is held.

### **Article 22. CALLS FOR BOARD MEETING, QUORUM, ADOPTION OF RESOLUTIONS**

The Board shall meet whenever required by the interests of the Company and must meet during the first three months of each fiscal year in order to draw up the annual accounts, the directors' report and the proposal for the application of the profit or loss for the prior year and whenever it must call a General Shareholders' Meeting.

It shall be called by the Chairman, or the person acting in his stead, on his own initiative or, in the cases to which the preceding paragraph refers or when one third of the members of the Board has requested the calling of a meeting of the Board of Directors. In this case, if the Chairman did not call the meeting within a term of one month without a reasonable cause, the directors constituting at least one third of the Board of Directors, shall be entitled to call it (on his or her behalf), and decide the agenda.

A Board Meeting shall be validly assembled if attended, either in person or duly represented, by one half plus one of the members in office. Any director may confer, in writing, the power to represent him at the Meeting on any other director.

For resolutions to be adopted, the vote in favor of an absolute majority of the directors attending the meeting shall be required, except in the cases of the permanent delegation of any of the powers of the Board of Directors to the Executive Commission or to the Managing Director, or the appointment of the directors who are to discharge such offices, when the vote in favor of two thirds of the members of the Board shall be required.

The deliberations and resolutions of the Board shall be recorded in a minute book and each of the minutes shall be signed by the Chairman and Secretary or those persons who substitute them.

The Board of Directors shall meet at the Company's address, except if it is called to take place in another location.

As an exception, if none of the directors opposes, resolutions may be passed in writing or by videoconference or conference call.

### **Article 23. POWERS OF THE BOARD**

The Board of Directors shall have the following powers:

- a) To appoint from among its members a Chairman and one or more Deputy Chairmen. It shall also appoint a Secretary, who need not be a director.
- b) To call both the ordinary and special General Shareholders' Meetings as and when this may be in order, pursuant to these By-Laws, drawing up the Agenda and proposing such motions as may be appropriate, in accordance with the type of Shareholders' Meeting called.
- c) To represent the Company in all administrative or judicial civil, mercantile and criminal matters and acts, before the State administration or any public agencies of all kinds, as well as before any jurisdiction (ordinary, administrative, special, labour, etc.) and any Court degree, taking actions of all kinds that pertain to the Company in defense of its rights, in or out of court, conferring and executing the appropriate powers of attorney upon court solicitors and appointing attorneys at Law to represent and defend the Company before said courts and agencies.
- d) To direct and administer the Company business, permanently conducting the management thereof. For this purpose, the Board shall lay down the rules of government and the system for administering and running the Company, organizing

and regulating the technical and administrative services.

- e) To enter into all kinds of contracts concerning any kind of property or rights, under the covenants and conditions that it may see fit, and to establish and cancel mortgages and other liens or rights *in rem* on the Company's property, as well as to waive, against payment or without it, all kinds of privileges or rights. It may likewise decide on the participation of the Company in other undertakings or companies.
- f) To sign and to act on behalf of the Company in all kinds of banking transactions, opening and closing current accounts, drawing cash therefrom, acting as drawer, acceptor, guarantor, endorser, endorsee or holder of bills of exchange; to open lines of credit, with or without guarantee, and to cancel them; to transfer funds, revenue, credits or securities, using any procedure for the draft or remittance of moneys; to approve settlements of final accounts, to create and withdraw deposits or bonds, to set off accounts, to formalize exchanges, etc., all of which may be carried out at the Bank of Spain or any private banking entities, or at any Agencies whatsoever of the State administration.
- g) To appoint and dismiss any of the Company's personnel, assigning to them such salaries and bonuses as may be appropriate.
- h) To appoint from among its members an Executive Committee or one or more Managing Directors, and to delegate to them, pursuant to the Law, such powers as the Board may deem advisable. It may also establish any committees and confer powers on any persons whatsoever.
- i) To establish its own operating procedure in all matters not specifically provided for by the Law or by these By-Laws.

The powers of the Board of Directors include, but are not limited to, those listed above, the Board being understood to hold all powers not expressly reserved to the Shareholders' Meetings.

#### **Article 24. REMUNERATION OF DIRECTORS**

Holding the office of director shall be remunerated.

An overall remuneration shall be fixed for all the members of the Board, consisting of a share of 1,5% of the consolidated profit after tax with a maximum limit of 1% of the consolidated profit before tax, which may only be taken from the net profit after the legal and statutory reserve requirements have been met and a dividend of at least 10% of the paid-up capital stock has been allocated to the shareholders. The subscription of civil liability insurance in favour of the Company's Board members will be included within the aforementioned maximum limit.

The aforementioned remuneration shall be distributed among its members in the manner freely determined by the Board of Directors, depending on whether or not they belong to bodies holding powers delegated by the Board, the positions they hold, their attendance of the meetings or otherwise or the service they provide to the Company.

#### **Article 24.bis AUDIT COMMITTEE**

An Audit Committee shall be formed within the Board of Directors and shall be composed of a minimum of three and a maximum of five members. All the members of the Audit Committee shall be non-executive board members. The members shall be appointed for a

term of office of four years and one of them shall be elected Chairman. The Audit Committee shall also have a Secretary, who need not be a board member.

Competencies:

- a) To inform, through the Chairman, at the General Meeting of Shareholders on issues raised thereat by the shareholders relating to matters in which it is competent.
- b) To propose to the Board of Directors, for submission to the General Meeting of Shareholders, the appointment of the external account auditor to which article 264 of the Capital Companies Law.

To supervise the Company's internal audit services.

- c) To be informed of the Company's financial information process and internal control systems.
- d) To be in contact with the account auditor to receive information on any issues that may place the latter's independence at risk and any other matters related to the process of performing the account audit and to maintain with the account auditor the other communications provided for in account auditing legislation and technical audit rules.
- e) Any other provided in the Regulations of the Board of Directors.

Rules of Operation:

First.- The Audit Committee shall meet at least once quarterly and whenever the Chairman sees fit or any at least two members of the committee so request.

Second.- The Committee is a collegiate body and its decisions shall be adopted by a majority of its members. The resolutions adopted by the Audit Committee shall be notified to the Board of Directors by sending the full contents of the Minutes of the meetings of the Committee.

Third.- The Committee may require the presence of any employee, officer (even ordering their appearance without the presence of another officer, the request for an employee or officer to attend must be made through the Company's general director), executive director, the external account auditor or the legal advisor to the Board of Directors at any of its meetings.

Fourth.- The Committee shall review the financial information that is sent to the Stock Market National Commission (CNMV) on a quarterly basis.

Fifth.- The Board of Directors is competent to develop, expand and complete the rules related to the composition, functioning and competencies of the Audit Committee in all aspects not specified in these By-laws through the preparation of internal rules of operation of the Audit Committee, which shall comply with the provisions of these By-laws and the Law.

## **Section IV**

### **FISCAL YEAR, ACCOUNTING DOCUMENTATION AND APPLICATION OF PROFIT**

#### **Article 25. FISCAL YEAR**

The fiscal year shall begin on December 1 of each year and end on November 30 of the

following year.

#### **Article 26. ACCOUNTING DOCUMENTATION**

Within three months at the latest from the end of each fiscal year, the Board shall draw up the annual accounts, the directors' report and the proposal for the application of the profit or loss, together with, if applicable, the consolidated accounts and directors' report, pursuant to the principles and criteria required by the Law.

These documents, which shall be signed by all the directors, expressly stating, if applicable, the reason justifying the omission of the signature of any of them, shall be submitted for review by the account auditor or auditors appointed in the manner, for the periods and with the duties provided for in the Act to verify the annual accounts. When appointing the person or persons who shall perform the audit, the Shareholders' Meeting shall determine the number thereof and the length of time over which they are to discharge their duties, which may not be less than three years or more than nine, as from the date on which the first fiscal year to be audited commences.

#### **Article 27. FILING AND PUBLICATION OF ANNUAL ACCOUNTS**

When the Annual Accounts, the Directors' Report and the Application of the Profit or Loss have been approved by the General Shareholders' Meeting, they shall be submitted for filing, together with the certification of the resolutions of the Shareholders' Meeting as well as any other appropriate documentation, at the Companies Registry pertaining to the registered office, in the manner, within the term and pursuant to the provisions laid down in the Law and the Companies.

#### **Article 28. APPLICATION OF THE PROFITS**

The net profit of the Company shall be applied as follows:

- a) The amount required for payment of Corporate Tax and of those taxes levied on the Company's profits prior to their distribution to shareholders.
- b) The amount necessary to set up the reserves required by law or such voluntary reserves as the Shareholders' Meeting may see fit.
- c) The remainder is freely available to the shareholders, who will decide as to the use to be made of it.

### **SECTION V DISSOLUTION AND LIQUIDATION**

#### **Article 29. DISSOLUTION**

The Company shall be dissolved in the cases provided for in the Act.

#### **Article 30. SYSTEM FOR LIQUIDATION**

Once the General Shareholders' Meeting has resolved to dissolve the Company, the Shareholders' Meeting unless the Company provides otherwise, those who were directors at the time of dissolution of the Company, shall become liquidators.

Without prejudice to the provisions of the preceding paragraph, shareholders representing at least one twentieth of the capital stock or, if applicable, the committee or committees of

creditor-liquidators may request the Commercial Court Judge (*Juez de lo Mercantil*) pertaining to the registered office to appoint a receiver with the requirements and powers established by the Act.

The Shareholders' Meeting shall retain the same powers as those it holds during the Company's normal operations throughout the liquidation period and shall, in particular, be authorized to approve the accounts and final liquidation balance sheet.

### **Article 31. RULES FOR LIQUIDATION**

The rules established in the Act shall be complied with in the liquidation of the Company.