



LA SEDA DE BARCELONA

**ORDINARY AND, AS THE CASE MAY BE, EXTRAORDINARY
GENERAL SHAREHOLDERS' MEETING OF**

“LA SEDA DE BARCELONA, S.A.” – Financial Year 2008

Proposed corporate resolutions that the Board of Directors submits to the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting, approved at the meeting of the Board of Directors held on 3rd July 2009.

7 / 8 August 2009.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 1 on the Agenda

Examination and, as the case may be, approval of the Individual Annual Accounts and of the Consolidated Financial Statements (Consolidated Annual Accounts) and of the Directors' Report both of LA SEDA DE BARCELONA, S.A., and of its Consolidated Group, as well as of the management by the Board of Directors, with regard to the financial year 2008.

The Board of Directors submits the following **PROPOSED RESOLUTION**:

1.- "To approve the Individual Annual Accounts of LA SEDA DE BARCELONA, S.A., (Balance Sheet, Income Statement and Notes to the Accounts), for the financial year 2008 (ended 31st December), as drawn up by the Board of Directors of the Company, at its meeting held on 25th June 2009.

In the Individual Annual Accounts, the Balance Sheet as at 31st December 2008 reflects assets, liabilities and equity of 1,385 million, 886 million and 499 million euros, respectively, and the Income Statement, at the end of the year, reflects a net loss of 588.60 million euros.

2.- To approve the Consolidated Annual Accounts - (Balance Sheet, Income Statement, Statement of Cash Flow, Statement of Recognized Income and Expenses, and Notes to the Accounts), as drawn up by the Board of Directors of the Company, at its meeting held on 25th June 2009.

In the Consolidated Annual accounts, the Balance Sheet as at 31st December reflects assets, liabilities and equity of 1,832 million, 1,357 million and 475 million euros, respectively, and the Income Statement, at the end of the year, reflects a loss of 565.12 million euros, of which 537.51 million euros are attributable to the Parent Company.

3.- To approve the Directors' Reports of LA SEDA DE BARCELONA, S.A. and of its CONSOLIDATED GROUP of Companies, for the financial year 2008, (ended 31st December), as drawn up by the Board of Directors of the Company, at its meeting held on 25th June 2009.

4.- To approve the management by the Board of Directors of LA SEDA DE BARCELONA S.A., for the financial year 2008."

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company's registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting to be held at the "HOTEL RENAISSANCE BARCELONA AIRPORT", located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 2 on the Agenda

Examination and, as the case may be, approval of the proposed application of the result for the financial year 2008.

The Board of Directors submits the following **PROPOSED RESOLUTION:**

<u>Basis for distribution</u>	<u>(Thousand Euros)</u>
Loss for the year	(588,603)
Share premium	406,741
Voluntary reserves	<u>(6,066)</u>
	(187,928)
Distribution	406,741
To share premium	(6,066)
To voluntary reserves	<u>(588,603)</u>
To prior-year losses	(187,928)

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company's registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting to be held at the "HOTEL RENAISSANCE BARCELONA AIRPORT", located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 3 on the Agenda

“Resignations or removals of Board members, and ratification and appointment, as the case may be, of two Board members”:

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **point 3.1., of item three** on the Agenda:

3.1.- “To remove from the post of Director “PC S. XXI, Inversiones Bursátiles, S.L.”, the designated representative of which was Mr Gustavo Pérez-Carballo Villar, given the reiterated absence from meetings of the Board of Directors, without due cause, and from meetings of the committees of the Board to which the aforesaid Director belongs.

The above-mentioned company, “PC S. XXI Inversiones Bursátiles, S.L.”, was appointed Director and, consequently, member of the Board of Directors of the Company for a term of five years, by a resolution of the General Shareholders’ Meeting held on 19th June 2007, as witnessed in the 663^d entry on the Company’s records on page number B-94693 of the Registry.“

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **point 3.2., of item three** on the Agenda:

3.2.- “To ratify the appointment by co-optation of the Company Inverland Dulce, S.L.U., as Proprietary Director, resolved on by the Board of Directors at its meeting held on 17th December 2008, for a term of five years, to cover the vacancy arising as a result of the resignation of IBERSUIZAS GESTION GAMMA, S.L.

“INVERLAND DULCE, S.L., single-member company, of Spanish nationality, with registered office in (28046) Madrid, Paseo de la Castellana, no. 153, bajos, incorporated for an indefinite term by virtue of a deed authorized by the Notary Public of Madrid Mr Antonio de la Esperanza Rodríguez on 5th October 2005; registered in the Mercantile Registry of the province of Madrid, in Volume 24812, folio 100 and 101, section 8, Page 446583, 1st to 3rd entries; and with Tax Identification Number: B-85232205.

The details of the individual designated to represent INVERLAND DULCE, S.L. in order to exercise its duties as Director are as follows:

Mr Carlos Gila Lorenzo, of legal age, of Spanish nationality, married, graduate in Business Administration, with professional address in Madrid (28046) Paseo de la Castellana, no. 153, bajos, and with National Identity Document and Tax Identification Number 03446011-J.

The person designated, present at this act, accepts the post, promises to carry it out diligently and loyally, and states that he is not subject to any type of legal incompatibility whatsoever, especially those referred to in Act 22/2003, of June, and Act 5/2006, of 10th April.”



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **point 3.3., of item three** on the Agenda:

3.3.- “To ratify the appointment by co-optation of Mr Carlos Antonio Rocha Moreira da Silva, as Independent Director, resolved on by the Board of Directors at its meeting held on 19th June 2009, for a term of five years, to cover the vacancy arising as a result of the resignation of the Director Ms Helena Guardans Cambó.

Mr Carlos Antonio Rocha Moreira da Silva, of legal age, of Portuguese nationality, married. Graduate in Mechanical Engineering from the University of Porto in 1975, MSc in Management Sci. and Operations Resources from the University of Warwick (UK) in 1978 and PhD in MANAGEMENT Sciences from the University of Warwick (UK) in 1982, residing in Rua de Timor, no. 133 (4150-728) Porto, Portugal) with Identity Card number 2713453, issued by the Republic of Portugal, valid until 19th April 2012, and with Foreigner Identification Number (NIE), X-2116508-W.

The person designated, present at this act, accepts the post, promises to carry it out diligently and loyally, and states that he is not subject to any type of legal incompatibility whatsoever, especially those referred to in Act 22/2003, of June, and Act 5/2006, of 10th April.”

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, together with the Directors' brief résumé will be made available to the shareholders, at the company's registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting to be held at the “HOTEL RENAISSANCE BARCELONA AIRPORT”, located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 4 on the Agenda

The Board of Directors requests the corresponding Authorization to the Board for the derivative acquisition of the Company's own shares, either directly or through subsidiaries, in accordance with the provisions of article 75 of the Companies Act and other legal provisions, and for the disposal of such shares, rendering null and void, with respect to the amount not used, the authorization granted for that purpose by the General Shareholders' Meeting on 26th June 2008.

The limit to the acquisition of own shares, in relation to shares listed on official secondary markets, is established at five per cent (5%) of the share capital.

This authorization to the Board of Directors was also requested and approved by the Ordinary General Shareholders' Meeting held, at second call, on 26th June 2008.

Consequently, the Board of Directors submits to the General Shareholders' Meeting the following **PROPOSED RESOLUTION NUMBER FOUR:**

“To authorize the Board of Directors of LA SEDA DE BARCELONA, S.A., under the provisions of article 75 and the First Additional Provision of the Companies Act (Consolidating Act), for the derivative acquisition of own shares, directly or through subsidiaries, and for the disposal of such shares, in the term of eighteen months as of this date, and with the limit of five per cent (5%) of the share capital, under conditions of cash purchase and at the price equivalent to the listed price, rendering null and void, with respect to the amount not used, the authorization granted for that purpose by the General Shareholders' Meeting on 26th June 2008.”

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company's registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting to be held at the “HOTEL RENAISSANCE BARCELONA AIRPORT”, located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 5 on the Agenda

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **item FIVE on the Agenda**:

“To approve the additional items included in the Directors’ Report of LA SEDA DE BARCELONA, S.A., in compliance with article 116 bis, of the Securities Market Act.”

This proposed resolution number FIVE drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company’s registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders’ Meeting to be held at the “HOTEL RENAISSANCE BARCELONA AIRPORT”, located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 6 on the Agenda

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **item SIX** on the Agenda:

“Re-election of “Horwath Auditores España, S.L.”, as the auditors of the Company and of its consolidated Group for a term of one year, the financial year 2009.”

Horwath Auditores España, S.L., member of the Official Register of Auditors number 51620, with registered office in Barcelona, Avda. Diagonal, n.º 429, with Tax Identification Code B-83887125.

This proposed resolution drawn up by the Board of Directors, after obtaining a favourable proposal from the Audit Committee, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company’s registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders’ Meeting to be held at the “HOTEL RENAISSANCE BARCELONA AIRPORT”, located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 7 on the Agenda

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **item SEVEN** on the Agenda:

“It is resolved to delegate on the Board of Directors the widest faculties to record in a public instrument, formalize and pass as many resolutions as may be necessary for the execution, development, interpretation and remedying of the resolutions passed by the General Shareholders’ Meeting, and to appoint a third party as substitute for all or part of these faculties: for these purposes, the widest faculties as required by law are expressly delegated on the Chairman and the Secretary of the Board of Directors.”

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company’s registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders’ Meeting to be held at the “HOTEL RENAISSANCE BARCELONA AIRPORT”, located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.

—



LA SEDA DE BARCELONA

Free translation of the original in spanish. In case of discrepancy, the spanish version prevails

Proposal in relation to Item 8 on the Agenda

The Board of Directors submits the following **PROPOSED RESOLUTION**, in relation to **item EIGHT** on the Agenda:

“Approval, as appropriate, of the Minutes of the Meeting, in any of the forms established in article 113 of the Companies Act, or, as the case may be, application of the provisions of article 114 of the same Act.”

This proposed resolution drawn up by the Board of Directors, at its meeting held on 25th June 2009, will be made available to the shareholders, at the company's registered office, with effect from the date of publication of the notices of the Ordinary and, as the case may be, Extraordinary General Shareholders' Meeting to be held at the "HOTEL RENAISSANCE BARCELONA AIRPORT", located in Business Park MAS BLAU, Plaza de Volatería no. 3, El Prat de Llobregat 08820, on 7th August 2009, at 12:00, at first call, and at the same time on the following day, 8th August 2009, at second call.
