

# One-Time Certificate for Spanish Debt Securities subject to Royal Decree 1145/2011 Tax-exempt account

## Please mail the completed and signed certificate to:

Clearstream Services Prague Branch  
Tax Services Prague  
Futurama Business Park  
Building B  
Sokolovska 662/136b  
18600 Prague 8  
Czech Republic

Clearstream<sup>1</sup> account: \_\_\_\_\_ (the "Account")

We, the undersigned client of Clearstream may hold from time to time, in our securities Account, exclusively Spanish debt securities subject to Royal Decree 1145/2011 (the "Securities").

For the purposes of ensuring that, according to the provisions of Royal Decree 1145/2011, exemption from Spanish withholding tax is granted on all interests paid in our Account, we hereby acknowledge that Clearstream operates an exempt (X) account in Iberclear and that we may hold the Securities in the Account (*tick **one** box only and complete as appropriate*):

Exclusively for ourselves and that we are not resident of Spain for tax purposes and we hereby certify that:

- we qualify as the beneficial owner for tax purposes and are entitled to any related tax relief claimed, based on the applicable tax laws and regulations in the Spanish market;
- such related tax relief entitlement to any related tax relief is valid for any such Securities sourced in the Spanish market already held on the Account or to be held in the future in the Account;
- such related tax relief entitlement to any related tax relief is not restricted by any contractual obligation such as a lending or collateral arrangement

OR

Exclusively on behalf of one or several beneficial owners (excluding ourselves) that are not residents of Spain for tax purposes.

and qualify for exemption from Spanish withholding tax on the Securities (the "Exempt Beneficial Owners").

We undertake to notify Clearstream via authenticated means of communication, before the Record Date of each impacted interest event, of any holding of Securities for which the above statements do not apply and to immediately transfer the impacted holdings out from the Account(s). In the absence of such notification, we irrevocably authorise Clearstream to consider by default, for each relevant interest payment date, our entire holding of Securities settled on Record Date as being owned exclusively by Exempt Beneficial Owners and to pay interest gross on our entire position. If Clearstream is informed after Record Date that a beneficial owner has obtained a tax exemption to which he was not entitled, Clearstream will not assist with paying the tax due to the respective Tax Authorities.

Furthermore, we acknowledge and accept to comply with all the reporting requirements related to the Securities posted in the Account with the Spanish Authorities when required by the applicable tax rules.

We accept full responsibility and indemnify Clearstream in respect of any claims, penalties, taxes and interest thereon, levied by the Spanish Tax Authorities or any other authority in connection with the Securities, or in respect of any other costs incurred in connection with any action taken in reliance upon the contents of this One-time Certificate.

We irrevocably authorise Clearstream to act on the information contained in this certificate. We hereby appoint Clearstream and, if applicable, Clearstream's depository for the Securities as our attorneys-in-fact with authority to collect and forward this certificate or a copy of this certificate, any attachments and any information relating to it, to the Spanish authorities if these prove relevant to any administrative or legal proceedings or official inquiries undertaken or threatened.

<sup>1</sup> Clearstream refers to (i) Clearstream Banking S.A. registered office at 42, avenue John F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B-9248 and (ii) Clearstream Europe AG (for Clearstream Europe AG clients using Creation accounts and Clearstream Europe AG clients) with registered office at Mergenthalerallee 61, 65760 Eschborn, Germany, and registered in Register B of the Amtsgericht Frankfurt am Main, Germany under number HRB 7500.

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We hereby undertake to notify Clearstream promptly upon receipt of any information that would render any statement in this certificate or in the documents submitted from time to time in relation to the Securities untrue or incomplete. We hereby warrant on a continuing basis that each of the signatories hereto, and with respect to all documents submitted from time to time in relation to the Securities, has full power and authority to sign on behalf of the below-mentioned client of Clearstream. We accept full responsibility in the case of any claims or additional taxes, interest thereon, or penalties levied by tax authorities in connection with any payments made in reliance upon this or any other certification or any additional information provided in connection to the Securities.

We certify that the above information is true, correct and complete and we authorise Clearstream to act upon such information, including, but not limited to, providing declarations, affidavits or certificates. Clearstream may rely on the information provided to it and shall have no obligation to carry out any personal investigation in respect thereof. We will hold Clearstream harmless from and indemnify Clearstream for any liability resulting from our failure to provide complete and accurate information.

This One-Time Certificate shall be effective as of the date mentioned here below and shall remain valid for 5 years as from that date unless terminated by not less than ten (10) business days' written notice to Clearstream served to the above-mentioned address. Upon expiration of the validity, we undertake to provide Clearstream with a renewed One-Time Certificate.

We hereby certify that I am (we are) authorised representative(s) of the client named below.

This One-Time Certificate is governed and construed in accordance with the laws of the Grand Duchy of Luxembourg (for Clearstream Banking S.A. clients) and Germany (for Clearstream Europe AG clients using Creation accounts and Clearstream Europe AG clients) and the courts of Luxembourg (for Clearstream Banking S.A. clients) and the courts of Germany (for Clearstream Europe AG clients using Creation accounts and Clearstream Europe AG clients) shall have exclusive jurisdiction for all legal proceedings relating thereto.

### For and on behalf of:

Name of the Clearstream client: \_\_\_\_\_

Full address: \_\_\_\_\_

### By (authorised signature/s):

\_\_\_\_\_  
Authorised signature

\_\_\_\_\_  
Authorised signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Title

\_\_\_\_\_  
Place

\_\_\_\_\_  
Date (DD/MM/YYYY)