

**DOGI INTERNATIONAL FABRICS, S.A.**  
**MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

In the town of El Masnou, at 9am on 29 January 2007, a meeting of the shareholders of the trading company **DOGI INTERNATIONAL FABRICS, SOCIEDAD ANÓNIMA** was held in the second call in the Municipal Meeting Room of Edifici Centre, located at calle Italia n.º 50. The meeting was duly announced in the newspaper *El País* and in the Official Companies Register Gazette, both on 25 December 2006.

The meeting was chaired by José Domenech Giménez, assisted by the Secretary, Antonio A. Peñarroja Castell, both of whom also hold the said posts on the company's Board of Directors.

In accordance with the provisions laid down in Article 104.2 of the Spanish Limited Companies Act, the meeting was attended by the following members of the company's Board of Directors: José Domenech Giménez, Eduardo Domenech Alvaro, Sergio Domenech Alvaró, Francesc Cunill Izquierdo, Carlos-Jaime-Miguel Schröder, Carlos Franques Ribera, the trading company Fiatc Mutua de Seguros y Reaseguros a Prima Fija, represented by its legal representative, Joan Castells Trius and Antonio A. Peñarroja Castell. Rafael Español Navarro asked to be excused for not attending due to the fact that he was travelling abroad at the time. Similarly, Jordi Torras Torras did not attend the meeting for reasons to do with work.

The calls to the meeting were published in the newspaper *El País* and in the Official Companies Register Gazette on 25 December 2006 and were then read out as follows:

**DOGI INTERNATIONAL FABRICS, S.A.**  
**Extraordinary General Shareholders Meeting**

By agreement of the Board of Directors, an Extraordinary General Shareholders Meeting is hereby announced for the shareholders of **DOGI INTERNATIONAL FABRICS, S.A.** The meeting is to be held in the Municipal Meeting Room of Edifici Centre, at calle Italia n.º 50, 3.ª planta, in the municipal district of El Masnou, province of Barcelona, with the first call for 27 January 2007 at 9am and the second call for 29 January 2007 at the same time should it not be possible to hold the meeting in the first call due to a lack of quorum, so that the shareholders can discuss and decide on the matters in the following agenda.

**AGENDA**

**One.** To correct and ratify and, where necessary, readopt the agreements adopted by the Extraordinary General Shareholders Meeting of 15 December 2006 regarding the following:

1. To delegate in favour of the Board of Directors with the power to transfer the powers received from the General Shareholders Meeting so that, within the term of five years from the date of approval, an increase can be agreed in the share capital of the company on one or more occasions to a maximum of fifty percent (50%) of the share capital at the time of the authorisation by means of cash provisions with or without an issue premium, all in accordance with the provisions laid down in Article 153 1.b) and corresponding articles of the Spanish Limited Companies Act.

2. Authorisation to record as public documents the agreements adopted by the General Shareholders Meeting or the agreements which have to be registered in the corresponding public registers and to sign documents that correct and rectify, as required, and execute the said agreements.
3. Writing, reading and approval of the minutes of the meeting.

## **INFORMATION**

In accordance with the provisions laid down in Articles 144 and 153 1.b) and corresponding articles of the Spanish Limited Companies Act, the shareholders have the right to visit the corporate domicile located at calle Pintor Doménech Farré, 13-15, El Masnou, and examine the full text of the proposed modifications to the articles of association and the administrators' report on the said modifications, as well as the right to obtain a copy of the said modifications and report either in person or sent to them free of charge.

Until the seventh day prior to the date of the meeting, the shareholders can ask questions or request information and explanations about the matters on the agenda or the public information provided by the company to the CNMV since the date of the last General Shareholders Meeting.

In accordance with the provisions laid down in Article 97.3 of the Spanish Limited Companies Act, the shareholders representing at least 5% of the share capital may request the publication of a complement to the call to the General Shareholders Meeting including one or more matters on the agenda. Accordingly, the shareholders shall indicate the number of shares they own or represent, providing details of each representation, where applicable. This right shall be exercised by means of reliable notice sent to the company and received at the corporate domicile within the five days following the publication of this announcement.

## **ATTENDANCE**

The meeting may be attended by the shareholders whose shares are registered in their name in the accounting records maintained by one of the IBERCLEAR entities at least five days prior to the date of the meeting. In order to exercise the right to attend, the shareholders shall obtain the corresponding receipt or certificate issued accordingly by the entities responsible for the accounting records.

The shareholders not attending the meeting may be represented at the said meeting by another individual once they have fulfilled the requirements and formalities laid down in the articles of association and the Spanish Limited Companies Act.

## **WARNING**

The shareholders are hereby informed that the meeting is expected to take place in the SECOND call at the time, date and location indicated above. El Masnou, 21 December 2006 – Antonio A. Peñarroja Castell, Secretary to the Board of Directors.

The meeting was opened by the Chairman, who greeted all the shareholders and welcomed them to the Extraordinary General Shareholders Meeting.

The Secretary then reported the attendance in person and representation totalling 15,704,336 shares, representing a quorum of 34.97% of the total share capital. He then declared the Extraordinary General Shareholders Meeting constituted and valid in the second call.

The Secretary then read out the proposal for the modification of the articles of association and the written report justifying the said proposal, both of which were duly prepared by the company's Board of Directors. In accordance with the provisions laid down in Article 144 c) of the Spanish Limited Companies Act, it was put on record that both documents were available for examination by shareholders as from the call to the meeting and would be attached to these minutes to form an inseparable part thereof.

Similarly, the Secretary commented on the aforementioned report and proposal for modification regarding the correction and ratification and, where applicable, the re-adoption of the agreements adopted by the Extraordinary General Shareholders Meeting held on 15 December 2006 regarding the powers bestowed on the Board of Directors so that, within the term of five years, an increase can be agreed in the share capital of the company to a maximum of fifty percent (50%) of the current share capital.

On the termination of the reading of the matters on the agenda and after various matters posed by shareholders were answered by Pancho Schröder and Sergi Domenech following the corresponding discussions, the Extraordinary General Shareholders Meeting agreed to adopt the following agreements with a vote in favour of 15,704,191 shares, representing 34.9665299% of the shareholders, in person and/or representation at the meeting and a vote against of 145 shares, representing 0.0003228% and corresponding to the shareholder Jorge Olivella Clotet, who delegated his vote to the Chairman of the Board of Directors:

1. Based on the proposal for the modification of the articles of association and the corresponding report, by virtue of which the shareholders declared that they had been sufficiently informed, it was agreed, with the vote in favour of 15,704,191 shares, representing 34.9665299% of the shareholders in person and/or representation at the meeting and a vote against of 145 shares, representing 0.0003228% and corresponding to the shareholder Jorge Olivella Clotet, who delegated his vote to the Chairman of the Board of Directors, to correct and ratify and, where applicable, readopt the agreements adopted by the General Shareholders Meeting held on 15 December 2006 regarding the powers bestowed on the Board of Directors, with the power to transfer the powers bestowed by the Extraordinary General Shareholders Meeting, so that, within the term of five years from the date of approval, an increase can be agreed in the share capital of the company to a maximum of fifty percent (50%) of the share capital at the time of the authorisation by means of cash provisions with or without an issue premium, whereby the Board of Directors is empowered to rewrite the article of the articles of association regarding the share capital once the increase has been agreed and executed, all in accordance with the provisions laid down in Articles 153.1.b), 153.2 and corresponding articles of the Spanish Limited Companies Act.

2. With the vote in favour of 15,704,191 shares, representing 34.9665299% of the shareholders in person and/or representation at the meeting and a vote against of 145 shares, representing 0.0003228% and corresponding to the shareholder Jorge Olivella Clotet, who delegated his vote to the Chairman of the Board of Directors, it was unanimously agreed to bestow the powers that are necessary or appropriate on any of the members of the Board of Directors to record as public documents the agreements adopted by the General Shareholders Meeting or the agreements which have to be registered in the corresponding public registers and to sign documents that correct and rectify, as required, and execute the said agreements.

At this point, the session was temporarily suspended so that the Secretary could draw up the minutes of the session, which, once formalised, were adopted unanimously and signed by the Secretary with the approval of the Chairman.