

# ALANTRA

## **PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ALANTRA PARTNERS, S.A., TO BE HELD ON FIRST CALL ON 25 APRIL 2017, AND FAILING THAT TO BE HELD ON SECOND CALL ON 26 APRIL 2017**

The Board of Directors of Alantra Partners, S.A. (“**Alantra**” or the “**Company**”) submits to the approval of the Annual General Meeting of Shareholders the following resolutions:

**FIRST.**            ***Review and approval of the individual annual accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes) and of the consolidated annual accounts of the Company and its Group of companies (Consolidated Statement of Financial Position, Consolidated Profit and Loss Account, Consolidated Statement of Recognised Income and Expense, Consolidated Statement of Total Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Annual Accounts), as well as both the Company’ individual Management Report and the Group’s consolidated Management Report for the financial year ended 31 December 2016.***

The Annual General Meeting agrees to approve the Company’s individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes) and of the consolidated annual accounts of the Company and its Group of companies (Consolidated Statement of Financial Position, Consolidated Profit and Loss Account, Consolidated Statement of Recognised Income and Expense, Consolidated Statement of Total Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Annual Accounts), as well as both the Company’ individual Management Report and the Group’s consolidated Management Report for the financial year ended 31 December 2016, as prepared by the Board of Directors at the meeting held on 23 March 2017.

**SECOND.**            ***Distribution of the Company’s profit for the year ended 31 December 2016***

In accordance with the proposal made by the Board of Directors at the meeting held on 23 March 2017, the Annual General Meeting agrees to approve the following distribution of the Company’s profit for the year:

In compliance with the provisions of Article 273.1 of the Spanish Law on Corporations and given that in 2016 the Company achieved an individual profit amounting to Euro 2,276,601.54, the Annual General Meeting agrees the distribution thereof to the following line items:

- To legal reserve: Euro 1,120,065.60.
- To voluntary reserves: Euro 1,156,535.94.

**THIRD. *Review and, where appropriate, approval of the management and performance of the Board of Directors during the financial year ended 31 December 2016.***

The Annual General Meeting agrees to approve the Board of Directors' management during the financial year ended 31 December 2016.

**FOURTH. *Approval of a remuneration for shareholders against share premium***

The Annual General Meeting agrees on the distribution to shareholders, with a charge to the share premium reserve, of a fix cash remuneration amounting to Euro 0,35 gross per share entitled to receive any such remuneration as of the date of the relevant payment; where appropriate, any applicable withholding will be deducted from the above mentioned amount.

This means (as of the date of Annual General Meeting notice and not taking into account any treasury shares then held by the Company) the distribution of a maximum of Euro 12,301,377.55.

The proposed date for the distribution of the share premium is 8 May 2017, in accordance with the operating rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Sociedad de Sistemas or IBERCLEAR), and shall take place through the entity BNP Securities Services, Branch in Spain.

**FIFTH. *Reappointment of Mr José Javier Carretero Manzano independent director of the Company***

To reappoint as member of the Board of Directors, in the capacity of independent director, for a statutory term of four years, Mr José Javier Carretero Manzano, a Spanish national of legal age, married with professional address in number 17, calle Padilla in Madrid.

**SIXTH. *Authorisation to reduce the deadline for calling Extraordinary General Meetings of Shareholders, in accordance with the provisions of Article 515 of the Law on Corporations***

In accordance with the provisions of Article 515 of the Spanish Law on Corporations the Annual General Meeting agrees to authorise and approve that extraordinary general meetings may be called by no less than 15-days prior notice, provided the Company offers all shareholders the effective possibility of voting by any electronic means available to all shareholders.

This authorisation is granted until the date of convention of the Company's next annual general meeting.

**SEVENTH. *Delegation of powers for the notarisation and registration of the resolutions approved by the Annual General Meeting and for the mandatory registration of annual accounts.***

The Annual General Meeting approves to grant joint and several powers as comprehensive as legally required to the Chairman of the Board, Mr. Santiago Eguidazu Mayor, and to the Secretary to the Board, Mr. Francisco Albella Amigo, to supplement; to perform and develop, including, where appropriate, the technical modification thereof; to correct any omissions or

errors, and to construe the foregoing resolutions. To this end the above mentioned individuals shall be granted joint and several powers to execute any necessary public deeds notarising the foregoing resolutions; and to this end, they shall be granted the amplest powers to take any required actions associated with the resolutions approved by this Annual General Meeting and to execute any documents required to obtain registration of the foregoing resolutions with the Business Register, and in particular:

- a) To correct, to clarify, to specify or to supplement the resolutions approved by this Annual General Meeting or any public deeds and documents executed for the implementation thereof, specifically, any omissions, defects or errors, substantive or formal, that might prevent the access of these resolutions and the consequences thereof to the Business Register, the Property Register, the Intellectual Property Register or any other registries, and, in particular, the mandatory filing of annual accounts with the Business Register.
- b) To make any announcements, actions or legal transactions, and to enter into any agreements or transactions, that might be necessary or expedient for the adoption and implementation of any required resolutions to comply with the existing regulations for the implementation of the resolutions approved by the Annual General Meeting, including, in particular but not limited to, the authority to appear before a Public Notary for the execution or formalisation of any public or private documents deemed necessary or expedient for the fullest effectiveness of these resolutions.
- c) To delegate, jointly or joint and severally, all or part of the powers expressly granted by this Annual General Meeting as they might deem fit.
- d) And, ultimately, to determine any other required circumstances, thereto fulfilling any required formalities and complying with any necessary legal requirements for the fullest implementation of the Annual General Meeting resolutions.

## ITEM FOR ADVISORY VOTE

### ***EIGHTH. Advisory vote on the Annual Report on the Remuneration of Directors of the Company relating to the financial year 2016***

In compliance with the provisions of Article 541 of the Spanish Law on Corporations, the Board of Directors has prepared an annual report on the remuneration of Directors that has been available to all shareholders as from the date of the Annual General Meeting notice; upon the favourable report of the Appointments and Remuneration Committee the Board hereby submits the above mentioned report to the advisory vote of the Annual General Meeting as a separate item in the Agenda.

Accordingly, the Annual General Meeting agrees to approve, in an advisory capacity, the Annual Report of the Remuneration of Directors relating to the financial year 2016.

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