

# ALANTRA

## **PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF ALANTRA PARTNERS, S.A., TO BE HELD ON FIRST CALL ON 21 NOVEMBER 2017, AND THE FOLLOWING DAY, 22 NOVEMBER 2017, AT THE SAME LOCATION AND AT THE SAME TIME, ON SECOND**

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

### **FIRST. Distribution of interim dividend of the result of year 2017.**

The General Meeting agrees on the distribution to shareholders of an interim dividend for 2017 amounting to Euro 0.47082426 gross per share entitled to receive the interim dividend 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 the General Meeting notice and not taking into account any treasury shares then held by the Company) the distribution of a maximum of Euro 16,548,000.

The above mentioned distribution of interim dividend for 2017 is approved pursuant to the provisions of article 277 of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Spanish Companies Act (“**Companies Act**”), and based on the accounting statement prepared by the Board of Directors that shows the availability of sufficient liquidity for the distribution. In compliance with the provisions of the above mentioned article of the Companies Act, the aforementioned accounting statement will be included in the Notes to the Alantra financial statements for the year ended 31 December 2017.

The General Meeting also agrees that the proposed amount of the interim dividend shall be paid on 30 November 2017.

Since the Company’s shares are issued in book-entry form, the interim dividend will be paid through the entities participants of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), using the means that Iberclear makes available to participating entities. BNP Paribas Securities Services, Sucursal en España, shall act as paying agent.

### **SECOND. Capital increase of FOUR MILLION NINE HUNDRED AND SIX THOUSAND SEVEN HUNDRED AND SEVENTY-SIX EURO (€4,906,776) through the issue and distribution of ONE MILLION SIX HUNDRED AND THIRTY-FIVE THOUSAND FIVE HUNDRED AND NINETY-TWO (1,635,592) common shares of a nominal value of 3 euro each and with an share premium of approximately 8.79 euro each, to be subscribed and paid up through a non-monetary contribution consisting in 54.85% of *membership interest* in “Catalyst Corporate Finance, LLP”, an English *limited liability partnership*. Consequential amendment of Article 5 of the Company’s By-Laws (“Share Capital”). Application for the new shares to be admitted to official listing. Delegation of powers.**

#### **1. Capital increase**

Once all shareholders have been granted, simultaneously to the call for the General Meeting, access to all legally required information and documents under the provisions of the Spanish

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Companies Act and other applicable legislation, the General Meeting agrees to increase the Company's share capital, currently amounting to €106,610,880 (ONE HUNDRED AND SIX MILLION SIX HUNDRED AND TEN THOUSAND EIGHT HUNDRED AND EIGHTY EURO), up to €111,517,656 (ONE HUNDRED AND ELEVEN MILLION FIVE HUNDRED AND SEVENTEEN THOUSAND SIX HUNDRED AND FIFTY-SIX EURO), i.e. to increase the Company's share capital in €4,906,776 (FOUR MILLION NINE HUNDRED AND SIX THOUSAND SEVEN HUNDRED AND SEVENTY-SIX EURO) through the issue of 1,635,592 common shares with a nominal value of 3 Euro each, of the same class and series as the currently outstanding shares, to be represented by book entries.

The new shares shall confer upon holders thereof the same voting and economic rights that the Company's currently outstanding common shares confer upon holders thereof. New shares shall confer upon holders thereof the entitlement to take part in any distribution of profits or reserves to be approved subsequently to the date of this General Meeting. For the sake of clarity, the new shares shall not be entitled to take part in any distribution of dividends approved either prior to or at this General Meeting.

The new shares are issued with a total share premium of 14,376,853.68 euro, i.e. with a premium of 8.79 euro per share. Accordingly, the total amount to be paid-up for share capital and share premium will amount to 19,283,629.68 euro.

## **2. Subscription of and payment for the new shares**

The new shares in the Company will be assumed through the contribution of 54.85% of *membership interest* in Catalyst Corporate Finance, LLP, an English *limited liability partnership* registered in England and Wales under number OC306421, and having its registered address at Bank House, 8 Cherry Street, Birmingham, B25AL ("**Catalyst**"). All contributions of *membership interests* in Catalyst shall be made free of any charges and encumbrances.

This non-monetary contribution is part of a transaction for Alantra's acquisition of 100% of *membership interest* in Catalyst that involves Alantra's purchase in cash of the remaining 45.15% of *membership interest*. The details of the transaction and the non-monetary contribution are included in the directors' report that has been made available to all shareholders simultaneously to the notice calling for the General Meeting.

## **3. Representation of the new shares**

New shares shall be represented by book entries.

## **4. Rights of the new shares**

The new shares shall confer upon holders thereof the same voting and economic rights that the Company's currently outstanding common shares confer upon holders thereof. New shares shall confer upon holders thereof the entitlement to take part in any distribution of profits or reserves to be approved subsequently to the date of this General Meeting. For the sake of clarity, the new shares shall not be entitled to take part in any distribution of corporate profits or reserves approved either prior to or at this General Meeting.

## **5. Absence of preferential subscription rights**

In compliance with the provisions of article 304 of the Companies Act, the Company's current shareholders do not have any preferential subscription rights on the new shares to be issued under this resolution of capital increase, as new shares are not issued against cash contributions.

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## **6. Incomplete subscription**

In compliance with the provisions of article 311 of the Companies Act, the possibility of incomplete subscription is not foreseen.

## **7. Execution of the capital increase**

Pursuant to the delegation of powers contained in point 10 below, the Board of Directors may, upon verification of the subscription and entire disbursement of the capital increase, declare the capital increase to be subscribed and disbursed and therefore executed, and consequently declare article 5 of the Company's By-Laws to be amended in order to reflect the increased amount of share capital and the resulting number of shares.

## **8. Amendment of the Company's By-Laws**

Upon execution of the capital increase, Article 5 of the Company's By-laws shall read as follows:

### ***"Article 5 Share capital***

*The Company's share capital is €111,517,656 (ONE HUNDRED AND ELEVEN MILLION FIVE HUNDRED AND SEVENTEEN THOUSAND SIX HUNDRED AND FIFTY-SIX EURO). The Company's share capital is represented by 37,172,552 (THIRTY-SEVEN MILLION ONE HUNDRED AND SEVENTY-TWO THOUSAND FIVE HUNDRED AND FIFTY-TWO) registered shares with a nominal value of three euro each that have been entirely subscribed and paid-up.*

*All the Company's shares are common shares and belong to a single class and series and are represented by book entries."*

## **9. Admission to official listing**

The Company agrees to apply for the admission to official listing of all new shares issued hereunder in both Madrid Stock Exchange and Barcelona Stock Exchange through the Spanish Stock Exchange Interconnection System (Continuous Trading), and to make and do any required things and actions and to file any required documents before any competent bodies.

Pursuant to the delegation of powers contained in point 10 below and upon execution of the capital increase, the Board of Directors may submit the relevant applications, prepare and submit any appropriate documents in the terms it may deem expedient and take any actions that might be required to this end.

## **10. Delegation of powers for the execution and notarization of the foregoing resolutions**

The Company agrees to delegate powers to the Board of Directors, with express powers of delegation to any and all directors or the Secretary to the Board of Directors, so that it may develop, formalize and perform this resolution by executing any required or expedient public or private documents to achieve full effects for this resolution, including powers to correct, rectify, modify or supplement this resolution, in particular, including but not limited to the following:

- (a) To define the specific issuance conditions in all matters not expressly provided for in this resolution.

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- (b) To take any action and to make any statement or execute any formality before the Spanish National Securities Market Commission (“CNMV”), the respective Governing Bodies of both Madrid and Barcelona Stock Exchanges, the Spanish Central Securities Depository (Iberclear), and any other public or private body or entity or registry, in order to achieve the admission to official listing of the new shares within the shortest possible timeframe;
- (c) To apply for the admission to trading of all new shares issued hereunder in both Madrid and Barcelona Stock Exchanges, as well as to trading thereof in the Spanish Stock Exchange Interconnection System (Continuous Trading);
- (d) To negotiate, to agree and to enter into any contracts deemed expedient for the best results of the capital issue, and with any terms they might deem appropriate;
- (e) To draft and to publish any notices that might be required or expedient;
- (f) To draft, subscribe, execute and, where appropriate, certify any documents associated with the capital issue; and
- (g) To declare the capital increase being closed and to declare the subscribed shares to be paid up and to execute any private or public documents required for the execution of the capital increase.
- (h) To amend article 5 of the Company’s By-Laws to adapt it to new capital resulting from the number of shares being issued and subscribed, and to amend any other required articles in order to adapt them to the new resulting share capital.
- (i) Generally, to take any actions required or merely expedient for the best results of the issue of Company’s shares.”

**THIRD                    Delegation of powers for the formalization and implementation of the resolutions approved by the Extraordinary General Meeting, for notarization thereof and for any construction, correction, supplementing or development thereof required to obtain any relevant registration, with powers of delegation.**

The General Meeting approves to grant joint and several powers as comprehensive as legally required to the Chairman of the Board of Directors, Mr. Santiago Eguidazu Mayor, and into the Secretary to the Board of Directors, 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 notarizing the foregoing resolutions; and to this end, they shall be granted the broadest powers to take any required actions associated with the resolutions approved by this General Meeting and to execute any documents required to obtain registration of the foregoing resolutions with the Commercial Registry, and in particular:

- a) To correct, to clarify, to specify or to supplement the resolutions approved by this 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 Commercial Registry, the Property Register, the Intellectual Property Register or any other registries, and, in particular, the mandatory filing of annual accounts with the Commercial Registry.

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- 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 General Meeting, including, in particular but not limited to, the authority to appear before a Notary Public 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 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 General Meeting resolutions.

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