

# 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 25 JULY 2018, AND THE FOLLOWING DAY, 26 JULY 2018, 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. Capital increase of FOUR MILLION THREE HUNDRED SEVENTY-SIX THOUSAND FIVE HUNDRED FIFTY-SIX EUROS (4,376,556) through the issue and distribution of ONE MILLION FOUR HUNDRED FIFTY AND EIGHT THOUSAND EIGHT HUNDRED AND FIFTY-TWO (1,458,852) common shares of a nominal value of 3 euro each and with a share premium of approximately 12.15 euro each, to be subscribed and paid up through contribution in kind. 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 Companies Act and other applicable legislation, the General Meeting agrees to increase the Company's share capital, currently amounting to 111,517,656 (ONE HUNDRED AND ELEVEN MILLION FIVE HUNDRED AND SEVENTEEN THOUSAND SIX HUNDRED AND FIFTY-SIX EURO), up to € 115,894,212 (ONE HUNDRED FIFTEEN MILLION EIGHT HUNDRED NINETY FOUR THOUSAND TWO HUNDRED TWELVE EUROS) i.e. to increase the Company's share capital in FOUR MILLION THREE HUNDRED SEVENTY-SIX THOUSAND FIVE HUNDRED FIFTY-SIX EUROS (€ 4,376,556) through the issue of 1,458,852 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 17,725,051.80, i.e. with a premium of 12.15 euro per share. Accordingly, the total amount to be paid-up for share capital and share premium will amount to 22,101,607.80 euro.

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

The new shares of the Company will be assumed through the following contributions:

- Contribution by its executive partners of a "Quota" representing 40% of the share capital of the Italian company, belonging to the Alantra Group, Alantra, S.r.l., with registered office at Via Borgonuovo n.14, Milano, registered in the Registry of companies of Milan-Monza-Brianza-Lodi with the number 0722623964, who will receive in exchange 278.409 shares of the Company and 15.16 euros in cash.

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- Contribution of:
  - o or 196,560 shares of the company of French nationality, belonging to the Alantra Group, Alantra France Corporate Finance SAS, with registered office in Paris, 6 rue Lammenais, 75008, with registration number (RCS) Paris 807828447 ("**Alantra France**") representing the 21% of its share capital by its executive partners, who will receive in exchange 319,700 shares of the Company and 52.64 euros in cash.
  - o 100% of the shares representing the share capital of the company Quattrocento SAS, of French nationality, with address at 28 avenue Marceau 75008 Paris, with registration number (RCS) Paris 805380813 ("Quattrocento") by an executive partner of Alantra France in consideration of 289,255 shares of the Company and 7.96 euros in cash. Quattrocento is in turn a holder of 177,840 shares of Alantra France representing 19% of its share capital, these shares of Alantra France constituting its sole asset.
- Contribution of 29,998 shares (comprising 29,998% of political rights and 14,999% of economic rights) and 80,000 *participation certificates* (comprising 40% of economic rights and without political rights) by the executive partners of the company of Swiss nationality, belonging to the Alantra Group, Alantra AG, with registered office in Talacker 41, 8001, Zurich, with registration number CHE-114,616,544, who will receive in exchange 571,488 shares of the Company and 15.16 euros in cash.

Together, the "**Non-monetary Contributions**".

It is stated that the non-monetary contributions are part of an operation that involves the integration of the aforementioned executive partners in the Alantra Group. Details of the operation and the Non-monetary Contributions are included in the directors' report that has been made available to the shareholders at the time of the call 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.

### **6. Incomplete subscription**

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

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## **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 €115,894,212 (ONE HUNDRED FIFTEEN MILLION EIGHT HUNDRED NINETY FOUR THOUSAND TWO HUNDRED TWELVE EUROS). The Company's share capital is represented by 38,631,404 (THIRTY-EIGHT MILLION SIX HUNDRED AND THIRTY-ONE THOUSAND FOUR HUNDRED AND FOUR) 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.
- (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;

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- (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."

**SECOND            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.
- 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

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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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