

## ALANTRA PARTNERS, S.A. EXTRAORDINARY GENERAL MEETING

Attendance, proxy appointment and correspondence voting form for the Extraordinary General Meeting of Alantra Partners, S.A. to be held at its registered office in Madrid, at calle Padilla no. 17, at 12:00 pm on 21 November 2017, on first call, or on the following day, 22 November 2017, on second call, in the same place and at the same time (being predictable that the General Meeting is held on first call).

Shareholder(s)		Address:	
Securities account number	Number of shares		
Minimum no. of shares needed to attend	No. of votes		
1			

### IN-PERSON ATTENDANCE AT THE MEETING

Shareholders wishing to attend the Extraordinary General Meeting in person must sign in the space provided below and present this form on the date of the Extraordinary General Meeting, along with the attendance card issued by the member entity of IBERCLEAR in charge of your book entry records.

**Signature of the attending shareholder**

In ....., on .....de 2017

### PROXY APPOINTMENT

The shareholder holding this attendance card who does not intend to attend the Meeting may appoint the following as his proxy:

1.  The Chairman of the Board of Directors or, subsidiary, in case of absence or prohibition to vote due to a conflict of interest of the Chairman, the Vice Chairman of the Board of Directors or, subsidiary, in case of absence or prohibition to vote due to a conflict of interest of the Vice Chairman, the Coordinating Director. All the foregoing without prejudice to what is noted below regarding potential specific conflicts of interest set forth in the Spanish Companies Act provisions.
2.  ..... National ID No. (DNI) .....

If no other proxy holder is specifically designated, the proxy is deemed to be granted to the Chairman of the Board of Directors (or, in case of absence or prohibition to vote due to a conflict of interest of the Chairman, the Vice Chairman of the Board of Directors or, subsidiary, in case of absence or prohibition to vote due to a conflict of interest of the Vice Chairman, the Coordinating Director). All the foregoing without prejudice to what is noted below regarding potential specific conflicts of interest provided by the Spanish Companies Act provisions.

To issue voting instructions, please check the corresponding boxes in the following table.

**If you do not check any of the following boxes, your vote will be cast in favour of the draft resolutions submitted by the Board of Directors.**

Agenda item	1	2	3
In favour			
Against			
Abstention			

Unless expressly stated to the contrary below, the proxy appointment extends to any draft resolutions not submitted by the Board of Directors and to any items not included on the accompanying agenda, in respect of which the proxy holder shall cast his vote in the manner that he deems to best serve the interests of the appointing shareholder in the framework of the Company's interest. Check the NO box below if you are against extension of your proxy appointment in this manner, in which case the shareholder shall be understood to have instructed the proxy holder to abstain from voting in such instances:

NO

As per articles 523 and 526 of the Spanish Companies Act, you are hereby informed that the Chairman of the Extraordinary General Meeting as well as any other member of the Board of Directors to which the representation may be delegated herein, may be conflicted with respect to provisions a), b), c) or d) of article 526.1 of the Spanish Companies Act, (appointment, re-election or ratification of directors, dismissal, separation or discharge of directors, the exercise of the corporate liability action and the approval or ratification of operations carried out by and between the director and the company), which may be out of the Agenda according to the Law. In all of these instances, if the appointing shareholder has not issued specific voting instructions and the proxy holder is conflicted in relation to such items or does not attend the Extraordinary General Meeting, the proxy, unless expressly stated to the contrary, shall be understood to have been granted with respect to the relevant agenda item, jointly and successively, to the Chairman of the Extraordinary General Meeting, and, if the latter is in a conflict of interest situation, to the Secretary of the Extraordinary General Meeting.

Check the NO box below only if you do not authorise this substitution (in which case the shareholder shall be understood to instruct the proxy to abstain from voting on such motions):

NO

**Shareholder's signature**

**Proxy holder's signature**

In ....., on .....de 2017

In ....., on .....de 2017

## VOTING BY CORRESPONDENCE

Shareholders not intending to attend the Meeting or appoint a proxy may vote by correspondence. The shareholder holding this attendance card shall be understood to exercise his right to vote by casting votes in favour of all of the draft resolutions submitted by the Board of Directors in respect of the items included on the Meeting agenda published by the Company, unless other specific voting instructions are issued in the table below. If none of the boxes is checked in respect of any of the agenda items, your vote shall be deemed cast in favour of the proposal submitted by the Board of Directors. Regardless, in addition to the rules stipulated in applicable law, the Bylaws and the General Meeting Rules, you are bound by the rules listed in the Meeting call notice and on the Company's website ([www.alantra.com](http://www.alantra.com)) (mark an X in the corresponding boxes):

Agenda item	1	2	3
In favour			
Against			
Abstention			

Unless expressly stated to the contrary below, in relation to any draft resolutions not submitted by the Board of Directors and any items not included on the accompanying agenda, your voting instructions shall be understood to have been delegated in the Chairman of the Board of Directors. The rules regarding voting instructions and proxy substitution in the event of a conflict of interest outlined in the PROXY APPOINTMENT section shall apply. Check the NO box below only if you are against this proxy appointment and do not authorise this substitution (in which case the shareholder shall be understood to abstain from voting on such motions):

NO

### Shareholder's signature

In ....., on .....de 2017

## DATA PROTECTION

The personal data submitted by shareholders to the Company in the course of exercising their rights to attend, appoint proxies and vote at the Extraordinary General Meeting and the data furnished by the banks and brokerages at which these shareholders have their shares deposited and through the entity legally in charge of the administration of the book entry records, IBERCLEAR, will be handled (and include into a file for which the Company will be responsible) in order to manage and monitor the existing shareholder list in respect of the call of and holding of the Extraordinary General Meeting. These data may be furnished to the notary public attending the Extraordinary General Meeting, to third parties in exercising their information right set forth in the applicable law or be public domain to the extent included in the documentation uploaded on the Company's website or shown at the Extraordinary General Meeting (which may be recorded and uploaded on the web site). By attending the Extraordinary General Meeting, attendees consent to such recording and broadcast.

Shareholders are entitled to exercise their right to access, modify, delete and contest this data in accordance with the provisions of Spain's Data Protection Act (Organic Law 15/1999 of 13 December 1999) by writing to the Company at Padilla 17, 28006, Madrid.

In the event that the attendance, proxy appointment and correspondence voting form includes personal data referring to natural persons other than the shareholder, the shareholder is obliged to inform such persons of the considerations outlined above and to comply with any other applicable requirements in respect of the correct transfer of personal data to the Company, so that the Company does not have to take any further action.

## AGENDA

1. Distribution of an interim dividend of the result of year 2017.
2. Capital increase of FOUR MILLIONS NINE HUNDRED AND SIX THOUSAND SEVEN HUNDRED AND SEVENTY-SIX EURO (€ 4,906,776) through the issue and distribution of ONE MILLION SIX HUNDRED AN THIRTY-TWO THOUSAND FIVE HUNDRED AND NINETY-FIVE (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 the contribution in kind of 54.85% of the membership interest of the English limited liability partnership "Catalyst Corporate Finance, LLP". 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.
3. 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.