

# 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 2018, AND FAILING THAT TO BE HELD ON SECOND CALL ON 26 APRIL 2018**

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 2017.*

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 2017, as prepared by the Board of Directors at the meeting held on 21 March 2018.

**SECOND.** *Allocation of the Company’s profit for the year ended 31 December 2017*

Having during year 2017 an individual positive result in an amount of Euro 25,227,324.28, in accordance with the proposal made by the Board of Directors at the meeting held on 21 March 2018 and in compliance with the provisions of Article 273.1 of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Spanish Companies Act (the “**Spanish Companies Act**”), it is hereby approved the allocation of the Company’s profit to the following items:

- The amount of Euro 981,355.20 to legal reserves; and
- The amount of Euro 24,245,969.08 to dividends of which:
  - The amount of Euro 16,548,000 has been already satisfied in its integrity as an interim dividend in account of the results for year 2017 pursuant to the resolution adopted by the Extraordinary General Shareholders Meeting of the Company on 21 November 2017;

# ALANTRA

- The outstanding Euro 7,697,969.08 shall be distributed as an additional dividend of the results for year 2017. This represents a gross amount of Euro 0.20794862 per share entitled to receive this dividend as of the date of the relevant payment; where appropriate, any applicable withholding will be deducted from the above mentioned amount.

This additional dividend to be distributed shall be paid on 11 May 2018.

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.

**THIRD. *Review and, where appropriate, approval of the management and performance of the Board of Directors during the financial year ended 31 December 2017.***

The Annual General Meeting agrees to approve the Board of Directors' management during the financial year ended 31 December 2017.

**FOURTH. *Review and, where appropriate, approval of a distribution of an interim dividend of the result of year 2018***

The intention of the Company is to distribute the whole consolidated profit (Euro 30,315,714.18) corresponding to year 2017 and not only the amount distributed as interim dividend for year 2017 and the additional dividend (Euro 24,245,969.07).

Consequently, in order to satisfy the difference, it is agreed to distribute an interim dividend in account of the results for year 2018 in an amount of Euro 0.16397241 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 6,070,030,85.

The above mentioned distribution of interim dividend in account of the results for year 2018 is approved pursuant to the provisions of article 277 of the 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 2018.

It is also agreed that the proposed amount of the interim dividend shall be paid on 11 May 2018.

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.

# ALANTRA

**FIFTH.                    *Review and, where appropriate, approval of the reappointment of the auditors for the Company.***

In accordance with the proposal made by the Board of Directors at the meeting held on 21 March 2018, the Annual General Meeting agrees to approve the reappointment as auditor of accounts of Alantra Partners, S.A. and of its consolidated group of companies for a period of one year, that is, for year 2018, of the audit firm Deloitte, SL, with registered office in Madrid, Plaza Pablo Ruiz Picasso, nº1, registered in the Commercial Registry of Madrid to volume 13.650, page 188, section 8, sheet M-54414, registered in the ROAC with the number S-0692 and provided with CIF number B-79104469.

This agreement is adopted according to the proposal of the Board of Directors and, in turn, on the proposal of the Audit and Risk Control Committee.

Deloitte, S.L. will accept its reappointment by any means valid in law.

**SIXTH.                    *Review and, where appropriate, approval of the reappointment of Mr. Santiago Bergareche Busquet as other external director of the Company, for the statutory period.***

In accordance with the proposal made by the Board of Directors, following a report from the Appointments and Remuneration Committee of the Company, at the meeting held on 21 March 2018, the Annual General Meeting agrees to approve the reappointment of Mr. Santiago Bergareche Busquet, of legal age, married, of Spanish nationality and with domicile to these purpose in Madrid, calle Padilla 17, of Madrid as a member of the Board of Directors for the statutory period of four years, with the condition of “other external” director.

Mr. Santiago Bergareche Busquet will accept his appointment by any means valid in law.

**SEVENTH.                *Ratification and reappointment of Mr. Josep Pique Camps as “proprietary” director of the Company, for the statutory period.***

In accordance with the proposal made by the Board of Directors, following a report from the Appointments and Remuneration Committee of the Company, at the meeting held on 21 March 2018, the Annual General Meeting agrees to approve the ratification of the appointment as “proprietary” director of the Company of Mr. Josep Piqué Camps, of legal age, Spanish nationality, domiciled for these purposes in Madrid, at calle Padilla 17, 28006 , and with DNI no. 77266106-K, carried out by co-optation by the Board of Directors (following a report from the Appointments and Remuneration Committee), at its meeting held on March 21, 2018, in order to fill the vacancy produced by the resignation presented by Mr. Ricardo Portabella Peralta on the same date.

Likewise, he is reappointed for the statutory period of four years from the date of the meeting of this General Meeting.

Mr. Josep Piqué Camps will accept his appointment by any means valid in law.

# ALANTRA

**EIGHTH.            *Review and, where appropriate, approval of the Director's Remuneration Policy.***

In accordance with the proposal made by the Board of Directors at the meeting held on 21 March 2018, the Annual General Meeting agrees to approve the Remuneration Policy for Directors of the Company in accordance with the provisions of article 529 novodecies of the Spanish Companies Act, which has been made available to the shareholders on the Company's website at the time of the announcement of this General Meeting, together with the report of the Appointments and Remuneration Committee of Alantra.

The aforementioned policy will be applicable to the remuneration for the years 2018 to 2020, both inclusive, unless the General Shareholders' Meeting adopts an agreement that modifies it during its period of validity.

**NINTH.            *Authorization for the reduction of the calling period for the Extraordinary General Meetings of the Company, according to article 515 of the Spanish Companies Act.***

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.

**TENTH.            *Delegation of powers for the notarisaton 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 SUBMITTED FOR ADVISORY VOTE**

### ***ELEVENTH. Advisory vote of the Annual Report on Directors' Remuneration of the Company of fiscal year 2017.***

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 2017.

\* \* \*