

## **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 29 APRIL 2019, AND FAILING THAT TO BE HELD ON SECOND CALL ON 30 APRIL 2019**

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 2018.*

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 2018, as prepared by the Board of Directors at the meeting held on 28 March 2019.

**SECOND.** *Allocation of the Company’s profit for the year ended 31 December 2018*

Having during year 2018 an individual positive result in an amount of Euro 33,977,550.60, in accordance with the proposal made by the Board of Directors at the meeting held on 28 March 2019 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 875,311.20 to legal reserves; and
- The amount of Euro 33,102,239.40 to dividends of which:
  - The amount of Euro 6,070,030.85 has been already satisfied in its integrity as an interim dividend in account of the results for year 2018 pursuant to the resolution adopted by the Annual General Shareholders Meeting of the Company on 25 April 2018;
  - The amount of Euro 18,977,987.50 has been already satisfied in its integrity as an interim dividend in account of the results for year 2018 pursuant to the resolution adopted by the Board of Directors of the Company on 5 December 2018;

# ALANTRA

- The outstanding Euro 8,054,221.05 shall be distributed as an additional dividend of the results for year 2018. This represents a gross amount of Euro 0.21191986 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 13 May 2019.

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 2018.***

The Annual General Meeting agrees to approve the Board of Directors' management during the financial year ended 31 December 2018.

**FOURTH.                *Review and, where appropriate, approval of a distribution of an interim dividend of the result of year 2019***

The intention of the Company is to distribute, on the occasion of the approval of the accounts for the year 2018, an amount equal to the total consolidated profit for that year, that is, 35,031,444.20 euros. Attributable to this amount, 18,977,987.50 have already been distributed as a dividend for the year in December 2018 and 8,054,221.05 as a supplementary dividend.

Consequently, in order to satisfy the difference, the distribution of an interim dividend of the result of year 2019 of 0.19489275 gross euros for each share entitled to receive it on the date on which the corresponding payment is made, amount of which the withholding tax will be deducted if applicable. This supposes (at the date of announcement of the General Meeting and without counting the level of treasury stock of the Company) the distribution of a maximum of 7,528,980.56 euros.

The above mentioned distribution of interim dividend in account of the results for year 2019 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 Spanish Companies Act, the aforementioned accounting statement will be included in the Notes to the Alantra financial statements for the year ended 31 December 2019.

It is also agreed that the proposed amount of the interim dividend shall be paid on 13 May 2019.

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.

**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 28 March 2019, 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 2019, 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. 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.

**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 SUBMITTED FOR ADVISORY VOTE

### ***EIGHTH. Advisory vote of the Annual Report on Directors' Remuneration of the Company of fiscal year 2018.***

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 2018.

## ITEM SUBMITTED FOR INFORMATION PURPOSES

### ***NINTH. Information on the amendment of the Regulations of the Board of Directors of the Company carried out in order to include a maximum number of boards of which the directors of the Company can be part.***

Acknowledgement by the General Meeting, in accordance with the provisions of article 528 of the Spanish Companies Act, of the modification of section e) of article 25 of the Regulations of the Board of Directors approved by the Board of Directors, on the proposal of the Appointments and Remuneration Committee, at its meeting held on February 28, 2019 in order to determine the maximum number of boards of directors of public interest entities of which the directors of the Company may be members, in compliance with the recommendation number 25 of the Code of Corporate Governance of Listed Companies.

Likewise, from the date of the announcement of the General Meeting, the Company has made available to the shareholders the Report of the Appointments and Remuneration Committee justifying the proposal to modify the Regulations of the Board of Directors.

\* \* \*