

## **NMÁS1 DINAMIA, SOCIEDAD ANÓNIMA**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Nmás1 Dinamia, Sociedad Anónima (“**Alantra**” or the “**Company**”), hereby calls all shareholders to the Extraordinary General Meeting, which shall be held at the Company’s registered address, located in Madrid, at number 17 Calle Padilla, on 13 December, at 16:30, on first call, and the following day, 14 December, at the same location and at the same time on second call; the GM is likely to be held on first call.

Under the authorization given by the Annual General Meeting of Shareholders held on 27 April 2016, this Extraordinary General Meeting is hereby called in accordance with the timeframes established in Article 515 of the Spanish law on Corporations (**LSC**).

The General Meeting of Shareholders is to be held in order to discuss and approve resolutions on the matters included in the following:

#### **AGENDA**

1. Amendment of article 1 of the By-Laws (“Company’s Name”).
2. Amendment of article 6 of the By-Laws (“Web site”).
3. Capital increase of THREE MILLION SEVEN HUNDRED AND EIGHTY-SEVEN THOUSAND NINE HUNDRED AND FIFTY-SIX EURO (€3,787,956) through the issue and distribution of ONE MILLION TWO HUNDRED AN SIXTY-TWO THOUSAND SIX HUNDRED AND FIFTY-TWO (1,262,652) common shares of a nominal value of 3 euro each and with an share premium of approximately 6.525 euro each, to be subscribed and paid up through a loan conversion. 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.
4. Capital increase of ONE MILLION EIGHT HUNDRED AND TWELVE THOUSAND THREE HUNDRED AND SEVENTY-TWO EURO (€1,812,372) through the issue and distribution of SIX HUNDRED AND FOUR THOUSAND ONE HUNDRED AND TWENTY-FOUR (604,124) common shares of a nominal value of 3 euro each and with a share premium of approximately 6.228 euro each, to be subscribed and paid up through the contribution in kind of FOUR HUNDRED AND SIXTY FOUR THOUSAND ONE HUNDRED AND TWO (464,102) units in the company Alantra International Advisory, S.L., representing a 3.96% interest in the capital thereof. 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.
5. Review and approval of remuneration to shareholders with a charge against the share premium.
6. Approval of the maximum ratio between variable remuneration and fixed remuneration for senior officers and employees of the Company referred to in paragraph 2 of Article 188 of Royal Legislative Decree 4/2015, of 23 October, approving the consolidated text of the Law on the Securities Market (“LMV”).

7. Item for information purposes: Information on the amendment made to the Board of Directors Regulations in order to allocate to the Audit and Risk Control Committee certain functions, currently allocated to the Appointments and Remunerations Committee, relating to internal control and procedures matters.
8. 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.

## **PROPOSAL SUBMISSION**

Under the provisions of Article 519.2 LSC, any shareholders representing no less than 3% of the Company's share capital may submit substantiated proposals of resolutions on any matters already included or which shall be included in the Agenda of the General Meeting.

This entitlement shall be exercised via a certified notice which should be received at the Company's registered address within five days of publication of this notice of Extraordinary General Meeting.

The above mentioned notice shall state the name/s or company's name/s of the shareholder/s submitting the proposal, and shall be accompanied by the appropriate documents (copy/copies of attendance, proxy and remote voting card/s or certificate of ownership) evincing his/her/their status as shareholder/s, in order to compare this information with the information provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), as well as the content of the proposal/s submitted by the shareholder/s.

## **SPECIAL INFORMATION INSTRUMENTS**

In compliance with the provisions of Article 539.2 LSC, and in the terms therein referred to, a Shareholders' Electronic Forum will be enabled on the Company's website (hereinafter, the "**Forum**"), which may be accessed with all due guarantees by both individual shareholders and any voluntary shareholders' associations that might be established under the legally provided terms, in order to facilitate communication among them prior to the Extraordinary General Meeting.

Any proposed resolutions intended to be submitted by shareholders, applications to support any such proposal, initiatives to reach a percentage sufficient to exercise the legally provided minority right, may be posted on the Forum along with offers or requests of proxies.

## **RIGHT OF ATTENDANCE**

Shareholders registered, at least five days prior to the date set for the Extraordinary General Meeting, as such in the respective registries of any of the participating entities in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) shall be entitled to attend the General meeting. The above mentioned participating entities will provide the relevant attendance cards that, in accordance with the legally provided terms and with the provisions of the General Meeting Regulations, will act as evidence of shareholding against the Company.

For the purposes of accrediting the identity of the shareholders, or of their validly appointed proxies, upon entry into the premises where the General Meeting of Shareholders is to be held, the attendants may be requested, along with the presentation of the attendance, proxy or remote voting card, to offer proof of their identity by presenting a National ID card or any other generally accepted official document in force.

Upon completion of the registration procedure of attendance and proxy cards, and upon confirmation of the existence of a sufficient quorum, a final attendance list will be drawn up.

## **PROXIES AND ELECTRONIC VOTE**

### **Proxies**

In accordance with the provisions of Article 12 of the Company's By-Laws and of Article 9 of the General Meeting Regulations, any shareholder entitled to attend the General Meeting may be therein represented by another person, who need not be a shareholder, when all the applicable requirements and formalities laid down in the Law, the Company's By-Laws and other internal regulations of the Company are met.

Proxies, which will be unique to every Meeting, shall be granted in writing and may be granted remotely, provided the identity of the shareholder exercising his/her right to appoint a proxy and the security of the electronic communications are duly guaranteed. When granted remotely, proxies will only be deemed valid when notified:

- a) Via postal mail, by sending to the Company at the following address "Nmás1 Dinamia, Sociedad Anónima", Calle Padilla 17, 28006 Madrid, the attendance, proxy or remote voting card, duly signed and filled out by the shareholder, issued by the relevant entity or entities in charge of managing the registry of book entries or made available to the shareholders by the Company on its website ([www.alantra.com](http://www.alantra.com)).
- b) Via any remote electronic communication means that duly guarantee the appointment of proxy and the identity of the represented shareholder. Proxies granted by these means will only be admitted when the electronic document by virtue of the proxy is granted includes a recognized electronic signature or the advanced electronic signature of the represented shareholder, under the terms of Law 59/2003, of 19 December, on Electronic Signatures. The above mentioned electronic signature shall be based on a recognized electronic certificate issued by the Spanish Public Authority of Certification (CERES) at Fábrica Nacional de la Moneda y Timbre (Spanish Mint), revocation of which has not been recorded.

Any shareholder with an electronic signature that meets the aforementioned requirements and using any such electronic signature for identification purposes may grant a proxy via electronic communication in accordance with the instructions and procedures specified on the Company's website ([www.alantra.com](http://www.alantra.com)).

In order to be effective, proxies granted by any of the aforementioned remote means (postal or electronic) must be received by the Company before 23:59 on the day prior to the day scheduled for holding the General Meeting on first call, i.e., before 23:59 on 12 December 2016. Otherwise, the proxy shall be deemed not granted.

Shareholder granting proxies via postal mail or remote electronic communication means are required to notify the appointment to the relevant proxy holder. When proxies are granted to any director or of the Secretary to the Board of Directors of the Company, notice thereof shall be deemed to be given when the relevant postal or electronic proxy is received by Alantra.

On the date and location of the General Meeting, proxy holders will be required to identify themselves with their National ID card or with any other generally accepted official document in force together with a copy of the proxy and, where applicable, the relevant powers of attorney, in order for the Company to verify their entitlement.

Proxy holders may only vote on behalf of their respective appointers when personally attending the General Meeting. The appointment of proxy may at any time be revoked. Attendance by the shareholder to the General Meeting will imply the revocation of any appointed proxy, irrespective of the date of appointment. Likewise, any appointment of proxy made subsequent to the casting of the relevant remote vote shall be deemed to be without effect.

Where instructions had been issued by the represented shareholder, proxy holders shall cast their vote in compliance therewith, and shall be obligated to retain any such instructions for a year after the date of the relevant General Meeting. Proxy holders may represent several shareholders without any limitation as to the number of represented shareholders. Proxy holders acting on behalf of several shareholders may cast split votes in respect of any resolution, in accordance with the, possibly conflicting, voting instructions given to them by the shareholders.

## **Vote**

Under Article 13 of the Company's By-Laws and Article 17 of the General Meeting Regulations, shareholders entitled to attend and to vote in the General Meeting may cast their vote on the proposals referred to the items in the Agenda, prior to the holding of the Meeting, using thereto the following remote means:

- a) Via postal mail, by sending to the Company at the following address "Nmás1 Dinamia, Sociedad Anónima", Calle Padilla 17, 28006 Madrid, the attendance, proxy or remote voting card, duly signed and filled out by the shareholder, issued by the relevant entity or entities in charge of managing the registry of book entries or made available to the shareholders by the Company on its website ([www.alantra.com](http://www.alantra.com)), stating how to vote their shares (in favor, against or abstaining), and checking the appropriate box included on the attendance, proxy or remote voting card.
- b) Via any remote electronic communication means that duly guarantee the appointment of proxy and the identity of the represented shareholder. Proxies granted by these means will only be admitted when the electronic document by virtue of the proxy is granted includes a recognized electronic signature or the advanced electronic signature of the represented shareholder, under the terms of Law 59/2003, of 19 December, on Electronic Signatures. The above mentioned electronic signature shall be based on a recognized electronic certificate issued by the Spanish Public Authority of Certification (CERES) at Fábrica Nacional de la Moneda y Timbre (Spanish Mint), revocation of which has not been recorded.

Any shareholder with an electronic signature that meets the aforementioned requirements and using any such electronic signature for identification purposes may cast his/her vote in accordance with the instructions and procedures specified on the Company's website ([www.alantra.com](http://www.alantra.com)).

In order to be effective, votes cast by any of the aforementioned remote means (postal or electronic) must be received by the Company before 23:59 on the day prior to the day scheduled for holding the General Meeting on first call, i.e., before 23:59 on 12 December 2016. Otherwise, the vote shall be deemed not cast.

Shareholders casting their vote remotely in the terms laid down in the Company's By-Laws and in the General Meeting Regulations shall be considered to be present for the purposes of convening the relevant General Meeting. Accordingly, any previously granted proxies shall be deemed to be revoked and any subsequently granted proxies shall be deemed not granted.

Any vote remotely cast shall only be rendered ineffective: (i) by the subsequent and express revocation thereof performed by the same means used to cast the vote and within the timeframe established thereto; (ii) by the shareholder attending the General Meeting for which the vote had been cast; or (iii) by the sale of shares whose ownership entitles to vote, of which the Company is aware, no less than five days in advance of the scheduled date of the relevant General Meeting.

## **Common provisions to proxies granted and votes cast by remote means**

The validity of proxies granted and votes remotely cast is subject to verification — based on the information provided to the Company by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) — of the standing of the shareholder no less than five days in advance of the date on which the relevant General Meeting is to be held. In case of any discrepancy between the number of shares notified by the shareholder granting a proxy or casting a remote vote and the information in the book entries registers notified by IBERCLEAR, the number of shares provided by the latter shall, unless otherwise proven, be deemed to be valid for the purposes of quorum and voting, under the terms established in the General Meeting Regulations.

Prior to being granted a proxy, the proposed proxy holder shall provide the granting shareholder with detailed information on any existing conflict of interests. If any conflict of interests arises subsequent to proxy being granted and the relevant proxy holder had not informed the granting shareholder of its eventual existence, the proxy holder shall give the granting shareholder immediate notice thereof. In both cases, where proxy holders had not being issued with new detailed voting instructions for each of the items to be voted by relevant the proxy holder, proxy holders shall abstain from casting a vote.

Where a proxy had been validly granted according to the Law and the General Meeting Regulations but does not include voting instructions or where doubts arise as to the holder or the scope of the proxy, it shall be understood that (i) the proxy is granted to the Chairman of the Board of Directors or, alternatively, in case of the absence of the former or when the Chairman is ineligible to vote due to a conflict of interests, to the Vice-chairman of the Board or, alternatively, in the case of absence of the latter or when the Vice-chairman is ineligible to vote due to a conflict of interests, to the Coordinating Director (all the foregoing subject to the provisions below on potential specific cases of conflicts of interests provided for in LSC); (ii)

the proxy is referred to all proposed resolutions submitted by the Board of Directors; (iii) the proxy includes a favorable vote to all proposed resolutions submitted by the Board of Directors; and (iv) the proxy shall also extend to any matters that may arise outside the Agenda, with respect to which the proxy holder shall cast the vote in the most favourable way to the interests of the represented shareholder in the framework of corporate interest.

In the event the Chairman of the Board or any other director is in any of the cases of conflict of interest included in letters a), b), c) or d) of Article 526.1 LSC, (appointment, re-appointment or ratification of directors; dismissal, separation or termination of directors; subject to legal proceedings initiated by the Company; or, approval or ratification of transactions of the Company with the relevant director), which may arise outside of Agenda in accordance with the Law, if the represented shareholder had not issued detailed voting instructions, unless otherwise expressly stated therein, the proxy shall be understood to be granted, joint and severally and successively, to the Chairman of the General Meeting and, where the latter were himself in any conflict of interests, to the Secretary to the General Meeting.

The following rules regarding the priority of proxies, remote vote and attendance at the Meeting shall apply:

- Personal attendance at the Meeting by the shareholder having previously granted a proxy or voted remotely, irrespective of the means used for casting the vote, will render said proxy or vote ineffective.
- When the shareholder validly grants a proxy via electronic communication and, additionally, also grants the proxy via the printed attendance, proxy or remote voting card issued by either the entity or entities in charge of managing the book entries registers or by the Company, the latter shall prevail over any proxy electronically granted, regardless of their respective dates of granting.
- The vote, irrespective of the method used to cast it, shall render any proxy ineffective; prior proxies will be deemed revoked and subsequent proxies will be deemed not granted.
- Without prejudice to other specific norms, where a shareholder validly grants several proxies or casts several votes electronically, the latest proxy granted, or the latest vote cast, received by the Company within the established timeframe shall prevail.
- Both proxies and the vote remotely cast shall be rendered without effect by the disposal of the shares entitling to attend the relevant General Meeting, of which the Company is aware of, no less than five days in advance to scheduled date of the relevant General Meeting.

Joint holders of a deposit of shares may vote, grant a proxy or attend and the foregoing rules of priority shall apply. For the purposes of Article 126 LSC, any joint holder acting at any given time (proxy, vote or attendance) shall be deemed to be appointed by the remaining joint holders to exercise their shareholder rights.

The Company shall make available to the shareholders on its website ([www.alantra.com](http://www.alantra.com)) the forms that should be used to grant a proxy and to remote voting by postal mail or electronically.



Where the shareholder is a legal entity, its shall be required, where appropriate and at the request of the Company, issue a copy of the sufficient powers of attorney evincing the authority of the individual granting the proxy or casting the remote vote. Shareholders shall give the Company notice of any change or revocation of the powers granted to their proxy holders; accordingly, the Company accepts no liability whatsoever until the relevant notice is given.

Safekeeping their respective electronic signature is the sole responsibility of shareholders.

The Company reserves the right to modify, suspend, cancel or restrict the voting and electronic proxy mechanisms when technical or security reasons require it or impose it.

Alantra shall not be responsible for any damages suffered by shareholders due to failures, surges, line breaks, connection failures, malfunction of the postal service or any other event of a similar or equal nature escaping the Company's control which may make hinder or prevent the use of remote voting and proxy mechanisms.

## **RIGHT TO INFORMATION**

In accordance with the provisions of Articles 287 and 518 LSC, starting from the date of publication of this notice, the shareholders may review at the Company's registered address (and obtain from the Company immediately and free of charge) the documentation that must be submitted to the approval of the General Meeting, and may request delivery or free of charge mailing thereof where legally required.

Notwithstanding the above mentioned right to information, starting on the date of publication of this notice, the following documents and information shall be available for consultation on the website of Alantra ([www.alantra.com](http://www.alantra.com)):

- (i) This notice of General Meeting;
- (ii) The total number of shares and voting rights as of the date of this notice.
- (iii) The full text of the proposed resolutions submitted by the Board of Directors to the General Meeting for all the items in the Agenda of the General Meeting, including, in particular, the relevant directors' reports justifying the proposed resolutions for items 1, 2, 3, 4, 6 and 7 in the Agenda.
- (iv) The special report from the Company's auditor relating to the share capital increase through a loan off-setting referred to in item 3 in the Agenda.
- (v) The report by the expert appointed by the Business Register of Madrid in connection with the contribution in kind referred to in item 4 in the Agenda.
- (vi) The form or template for the attendance, proxy and remote voting card.
- (vii) The applicable rules for proxies and voting using remote means.
- (viii) The rules for the operation of the Shareholders' Electronic Forum.

- (ix) Any valid requests for information, clarifications or questions that may be submitted by shareholders in the exercise of their right to information and, where appropriate, the response thereto offered by directors.

Under Articles 197 and 520 LSC, shareholders may request, up to five days prior to the scheduled date of the General Meeting, or during the General Meeting, any information or clarifications they might deem necessary on the items in the Agenda, or may pose in writing any questions they might deem relevant.

Additionally, shareholders may request, in writing within the above mentioned timeframe or orally during the General Meeting, any clarifications they might deem necessary about any public information provided by the Company to the National Securities Markets Commission since the latest General Meeting and about the auditor's report. Unless otherwise expressly provided for in the existing regulations, the Board of Directors shall provide in writing any information requested up to the date of the General Meeting; for oral requests made during the General Meeting, where shareholders' right to information cannot be forthwith satisfied, the Board of Directors shall provide the relevant information in writing within seven days of the General Meeting.

Requests for information or documents may be personally delivered at the Company's registered address, or sent by mail to the following address: "Nmás1 Dinamia, Sociedad Anónima", calle Padilla 17, 28006, Madrid, or by any other remote means of electronic communication at the following e-mail address: [juntaextraordinaria2016@alantra.com](mailto:juntaextraordinaria2016@alantra.com)

Requests will be admitted when the electronic document by virtue of which the information is requested includes the recognized electronic signature or the advanced electronic signature of the represented shareholder, under the terms established by Law 59/2003, of 19 December, on Electronic Signatures, provided the relevant electronic signature is based on a recognized electronic certificate issued by the Spanish Public Authority of Certification (CERES) at Fábrica Nacional de la Moneda y Timbre (Spanish Mint), revocation of which has not been recorded.

Irrespective of the method used to submit information requests, any information request submitted by shareholder shall include the relevant shareholder name and surname, together with a proof of the shares held, either through a copy of the attendance, proxy or remote voting card, or through a certificate of ownership, in order to compare this information with the list of shareholders and the number of shares respectively held appearing in the records of book entries notified by IBERCLEAR to the Company for the relevant General Meeting. Shareholder will be responsible for providing evidence of having submitted their requests to the Company in due time and form.

Any relevant explanations for the exercise of shareholders' right to information in the terms laid down the applicable regulations shall be posted on the Company's website.

Requests for information shall be answered, once the identity and standing of the requesting shareholder have been verified, before the General Meeting, using the same method in which they were submitted, unless the requesting shareholder states another method that may be deemed appropriate.



The provisions in this section shall be understood to be without prejudice to the right of the shareholders to obtain a hard copy of the documents, to request that they be sent free of charge and to request information during the General Meeting, where the Law provides so.

## **INTERVENTION OF A PUBLIC NOTARY AT THE GENERAL MEETING**

The Board of Directors has agreed to request the attendance of a Public Notary for the purposes of drawing up the minutes of the General Meeting, in accordance with the provisions of Article 203 LSC in connection with article 101 of the Business Register Regulations and in accordance with the provisions of Article 12.2 of the General Meeting Regulations.

## **DATA PROTECTION**

Any personal data disclosed by shareholders to the Company in the exercise of their rights of attendance, proxy and voting at the General Meeting, or any personal data provided by banking entities and by securities firms and stockbrokers where shareholders have their shares deposited, or by the entity legally authorized to manage the register of book entries, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), shall be processed (and entered into a filing system whose controller is the Company) for the purposes of managing and monitoring the development, compliance and control of the shareholding relationship existing with regards to the notice of General Meeting and the holding of the General Meeting. These data may be communicated to the Public Notary that will attend the General Meeting, as well as to third parties in the exercise of the legally provided right to information; these data may also be accessible to the public insofar as included in the documents available on the Company's website or insofar as expressed at the General Meeting, the development of which may be subject to audio-visual recording and public broadcasting on the Company's website. By attending the General Meeting, attendants grant their consent to this recording and broadcasting.

Shareholders have the possibility of exercising their rights of access, rectification, erasure and objection, in accordance with the provisions of Organic Law 15/1999, of 13 December, on Personal Data Protection, via written communication addressed to the Company's registered address: Calle Padilla 17, 28006, Madrid.

Where the attendance, proxy or remote voting card includes personal data of individuals other than the relevant shareholder, the shareholder shall provide these individuals with information on the provisions of the preceding paragraphs and shall comply with any other applicable requirements for the appropriate transfer of any such the personal data to the Company, without the Company having to take any additional action.

In Madrid, on 25 November 2016

Santiago Eguidazu Mayor  
Chairman of the Board of Directors