

NMÁS1 DINAMIA, S.A. EXTRAORDINARY GENERAL MEETING

Attendance, proxy appointment and correspondence voting form for the General Meeting of NMÁS1 DINAMIA, S.A. to be held at its registered office in Madrid, at calle Padilla no. 17, at 4:30 pm on 13 December 2016, on first call, or on the following day, 14 December 2016, 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 General Meeting in person must sign in the space provided below and present this form on the date of the 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, onde 2016

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	4	5	6	7	8
In favour								
Against								
Abstention								

Item 7 of the Agenda has been included for informative purposes only and does not require a voting.

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 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 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 General Meeting, and, if the latter is in a conflict of interest situation, to the Secretary of the 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, onde 2016

In, onde 2016

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) (mark an X in the corresponding boxes):

Agenda item	1	2	3	4	5	6	7	8
In favour								
Against								
Abstention								

Item 7 of the Agenda has been included for informative purposes only and does not require a voting.

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, onde 2016

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 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 General Meeting. These data may be furnished to the notary public attending the 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 General Meeting (which may be recorded and uploaded on the web site). By attending the 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. 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.