

**ADOPTED RESOLUTIONS BY THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ANTEVENIO S.A.**

**JULY 1, 2020**

The Annual General Shareholders' Meeting of the company ANTEVENIO, S.A. (hereinafter "ANTEVENIO" or the "Company") was held at the corporate headquarters located at 11 Marqués de Riscal Street 4º 2, Madrid at 9:30 A.m. on July 1, 2020 (GMT +1) in its first call. The Shareholders approved the resolutions set forth below:

**RESOLUTIONS**

**Points related to the annual accounts, the allocation of the result, the performance of the management and the appointment of auditor:**

**1. Examination and approval, if that is the case, of the Individual Annual Accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report) together with the management and auditor's report corresponding to the financial year closing on December 31, 2019.**

After review of the documents made available to the shareholders it is hereby agreed unanimously to approve the individual accounts of the Company, which correspond to the financial year closing on the December 31, 2019 (Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report) as well as the Management Report as said documents were formulated on April 1, 2020 by the Board of Directors of the Company and that amount to a profit of ONE MILLION THREE HUNDRED AND FIFTY-ONE THOUSAND NINE HUNDRED AND EIGHTEEN EUROS(1,351,918 €)

**2. Examination and approval, if that is the case, of the Annual Accounts of the consolidated group (Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report), together with the management corresponding to the financial years closing on December 31, 2019.**

After review of the documents made available to the shareholders it is hereby agreed unanimously to approve the individual annual accounts of the Company, which correspond to the financial year closing on the December 31, 2019 (Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report) as well as the consolidated Management Report as said documents were formulated on April 1, 2020 by the Board of Directors of the Company

**3. Approval, if that is the case, of the proposed application of the result of the Company corresponding to the financial year closing on December 31, 2019.**

It is hereby agreed unanimously to approve the proposed allocation of the result of the financial year closing on December 31, 2019 regarding the individual accounts of the Company that reflect profits in the amount of ONE MILLION THREE HUNDRED AND FIFTY-ONE THOUSAND NINE HUNDRED AND EIGHTEEN EUROS (1,351,918 €):

|  |             |
|--|-------------|
| Result obtained in the 2019 financial year | 1,351,918 € |
| Voluntary Reserves                         | 1,351,918 € |

**4. Examination and approval, if that is the case, of the corporate management and actions of the Board of Directors during the financial year closing on December 31, 2019.**

It is hereby agreed unanimously to approve the performance of the Board of Directors during the financial year closing on December 31, 2019 both on a Company level as well as a Group level.

**5. Appointment or, if that is the case, reappointment of the account auditor of the Company and its consolidated group.**

It is hereby agreed unanimously to reappoint **GRANT THORNTON SLP** as account auditor for the verification of individual and consolidated accounts and the management report of the Company and Consolidated Group, corresponding to the 2020 financial year.

For these purposes and for the subsequent registration, the data required by Article 38 of the Regulation of the Companies Registry on the identity of the appointed auditors is hereby set forth:

*“Grant Thornton, S.L.P., Sole-Shareholder Company, Paseo de la Castellana, 81, 11th Floor - 28046 Madrid, CIF B-08914830, inscribed in the Mercantile Registry of Madrid, T. 36.652, F. 159, H. M-657.409 and in the ROAC nº S0231.”*

**Point related to the shares of the Company:**

**6. Authorization for the acquisition by the Company of treasury shares under the terms established in the applicable regulation.**

Pursuant to articles 146 and subsequent of the Spanish Companies Act, it is agreed unanimously to authorize and empower the Board of Directors so that the Company, directly or through any of its subsidiaries, may acquire at any time and as often as it deems appropriate, shares of the Company by any of the means permitted by law, even from the profits of the financial year and/or unrestricted reserves under the following conditions.

- (a) The acquisitions may be performed directly by the Company or indirectly through subsidiaries under the same terms of this resolution.

- (b) The acquisitions shall be performed by means of sale purchase, swap or any other permitted by law.
- (c) The nominal value of the treasury shares acquired directly or indirectly by the Company, in addition to that which they acquiring company and its subsidiaries already hold and if the case the parent company and its subsidiaries, may not be greater than ten (10%) of the subscribed capital.
- (d) The acquisitions may not be performed at a price greater than 15 Euros nor less than 1 Euro per share.
- (e) This authorization is granted for a maximum period of eighteen (18) months from the adoption of this resolution.
- (f) As a consequence of the acquisition of shares, including those that the Company had acquired previously and had in its portfolio, the resulting net equity shall not be reduced below the amount of share capital plus the unavailable statutory or legal reserves, all of which is in accordance with that provided in letter (b) of Article 146.1 of the Law of Capital Companies.

It is expressly noted that the shares that are acquired as a consequence of this authorization may be designated to:

- (i) its divestment or amortization;
- (ii) to the application of the remuneration systems envisaged in the third paragraph of letter a) of Article 146.1 of the Law of Capital Companies as well as the development of programs that encourage ownership in the capital of the Company such as, for example, delivery of shares or options on shares or remuneration reference to the value of the shares and other similar instruments, which must be delivered directly to the workers or administrators of the company and as a consequence of the rights to options that the latter may hold.
- (iii) to ensure the liquidity of the share by means of the intermediation of an investor service provider by means of a liquidity contract.
- (iv) to the acquisition of shares in other companies in which case the number of treasury shares allotted to said purpose may not be greater than five (5) percent.

As a consequence of the resolution adopted, the General meeting hereby agrees unanimously to revoke in its entirety (and the part not used) the authorization granted to the Board of Directors for the acquisition of treasury shares approved by the General Meeting of Shareholders on June 19, 2019.

#### **Points related to the composition of the Board of Directors:**

### **7. Appointment, reappointment and approval of Directors**

**7.1. Approval, if that is the case, of the appointment of Mr. Fernando Rodés as Director by the cooptation proceeding for the Board of Directors.**

Under the assumption of keeping the number of members of the Board at seven, it is hereby agreed unanimously to ratify the appointment of Mr. Fernando Rodés Vilà, of legal age, married, with professional domicile in Barcelona at Rambla de Catalunya 123, entresol, holder of DNI 46219948E, as Director of the Company, which was approved by the Board of Directors on October 28, 2019 by the exceptional procedure of “cooptation” under article 224 of the Spanish Companies Act and pursuant to the powers granted to this Body by virtue of Article 22 of the Corporate By-Laws after the resignation submitted on October 28, 2019 by Mr. Pablo Pérez García-Villoslada as Director. The appointment of Mr. Fernando Rodés Vilà is made for the period for which the resigning director, Mr. Pablo Pérez García-Villoslada was appointed, that is until June 19, 2023. Mr. Rodés Vilà accepts the appointment by signing these minutes.

**7.2. Approval, if that is the case, of the appointment of Mr. Richard Pace as Director by the cooptation proceeding for the Board of Directors.**

It is hereby agreed unanimously to ratify the appointment of Mr. Richard Pace, of legal age, married, a French citizen, with profession domicile at 59 rue de Provence 275009 Paris, France, holder of passport number 14AY01923, in force, as Director of the Company, which was approved by the Board of Directors on November 27, 2019 by the exceptional procedure of “cooptation” under article 224 of the Spanish Companies and pursuant to the powers granted to this Body by virtue of Article 22 of the Corporate By-Laws after the resignation submitted on October 28, 2019 by Mr. Fernando Sánchez Gárate as Director. The appointment of Mr. Richard Pace is made for the period for which the resigning director, Mr. Fernando Sánchez Gárate was appointed, that is, until June 28, 2022. Mr. Pace accepts the appointment by signing these minutes.

#### **Points related to the By-laws**

**8. Amendment of Article 15 adopting it to the change introduced in the Law of Capital Companies by Law 1/2012 of June 22 on the simplification of the obligations of information and documentation of mergers and spin-offs of capital companies with regard to Article 173 of the Law of Capital Companies.**

The Board of Director proposes the amendment of Article 15 of the By-laws taking advantage of the wording of Article 173 of Royal Legislative Decree 1/2010 of July 2, which approved the reformed text of the Law of Capital Companies (hereinafter, the “Law of Capital Companies”) that allows calling General Meetings through the corporate website.

Considering that the Company has duly registered its website in the Companies Registry, the Board of Directors proposes to delete from the By-laws the obligation to publish the calling of the meeting in the BORME, in addition to the publication in the corporate website.

This amendment is meant at reducing costs, formalities, and time by simplifying the documents that are made available to shareholders at every General Meeting, without detriment to their rights and in the Company's interest.

Therefore, it is agreed unanimously to amend Article 15 of the corporate By-laws which will proceed to be worded as follows:

*"Article 15- Call of the General Meeting*

*The General Meeting shall be called by means of a notice published on the corporate website [www.antevenio.com](http://www.antevenio.com) at least one month prior to the date set for its holding.*

*In any case, the Call shall state the name of the Company, the date and the time of the meeting, the agenda which includes the matters to be dealt with and the position of the person or persons who perform the Call.*

*Shareholders, who represent at least five percent of the social capital, may request that a supplement to the Call of the General Meeting of Shareholders be published, thereby including one or more points on the agenda. The exercise of this right shall be made by means of a verifiable notice that shall have to be received at the corporate domicile within five days following the publication of the Call.*

*The supplement to the Call shall be published at least 15 days prior to the date established for the General Meeting.*

*The absence of publication of the supplement of the call within the legally established period shall be cause for the General Meeting to be null and void."*

**Points related to general matters:**

**9. Delegation of Powers.**

It is agreed unanimously to authorize each and every one of the members of the Board of Directors in order that any of them jointly and severally and with one sole signature be able to appear before a Notary Public and execute as many public and private documents that were necessary for the registration of the preceding resolutions, thereby being able to perform rectifications and clarifications or remedy the omissions that were necessary or appropriate in order to achieve, if the case, their corresponding inscription in the Mercantile Registry or any other Registry, Body and Administrative Entity that corresponds, as well as request the partial inscription of the adopted resolutions in conformity with that set forth in Article 63 of the Regulation of the Mercantile Registry. Likewise, they will be especially authorized to proceed with all the steps that are necessary and/or appropriate as an entity the shares of which are admitted to trade on the Euronext-Growth in Paris.

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