

**PROPOSED RESOLUTIONS FOR THE ORDINARY AND EXTRAORDINARY  
GENERAL MEETING OF SHAREHOLDERS**

**ISPD NETWORK, S.A.**

**(June 23<sup>rd</sup>, 2022)**

The following is a transcription of the proposed resolutions to be submitted to the ordinary and extraordinary general shareholders' meeting of ISPD Network, S.A. (hereinafter, the "Company"):

**Point regarding the annual accounts, the allocation of the results and the management of the Company:**

- 1. Examination and approval, as the case may be, of the individual annual accounts —the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement and the annual report—, together with the individual management report and auditors' report, all of them corresponding to the fiscal year ended December 31<sup>st</sup>, 2021.**

After reviewing the documents made available to the shareholders, it is proposed to approve the individual annual accounts of the Company for the fiscal year ended December 31<sup>st</sup>, 2021 —the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement and the annual report—, and the individual management report, as such documents were prepared on March 30<sup>th</sup>, 2022 by the board of directors of the Company and which reflect a negative result of *five hundred thirty thousand one hundred ninety eight euros (€530,198.00)*; as well as the audit report of the aforementioned annual accounts.

- 2. Examination and approval, as the case may be, of the annual accounts of the consolidated group —the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows and the annual report—, together with the consolidated management report and auditors' report for the year ended December 31<sup>st</sup>, 2021.**

After reviewing the documents made available to the shareholders, it is proposed to approve the financial statements of the consolidated group for the year ended December 31<sup>st</sup>, 2021 —the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows and the annual report— and the consolidated management report, as such documents were prepared on March 30<sup>th</sup>, 2022 by the board of directors of the Company, as well as the audit report on the aforementioned financial statements.

- 3. Approval, as the case may be, of the proposed allocation of the result of the Company corresponding to the financial year closing on December 31<sup>st</sup>, 2021.**

It is proposed to approve the proposal to allocate the result obtained in the financial year ended December 31<sup>st</sup>, 2021 in relation to the Company's individual accounts, which reflect losses for the tax year in the amount of *five hundred thirty thousand one hundred ninety-eight euros (€530,198.00)*, and the allocation of the result intended for all of the losses to negative results from previous tax years:

Result obtained in the financial year 2021	€ -530,198.00
To losses from previous years	€ -530,198.00

**4. Examination and approval, as the case may be, of the corporate management and actions of the board of directors during the tax year ended on December 31<sup>st</sup>, 2021.**

It is proposed to approve the management of the board of directors carried out during the year ended December 31<sup>st</sup>, 2021 both on a Company level as well as a Group.

**Point regarding the approval of the annual remuneration for the board of directors for the tax year 2022:**

**5. Approval of the remuneration for the board of directors for the 2022 tax year.**

It is proposed to approve, in accordance with article 22 of the bylaws, the amount of the global and annual allowance that the Company may pay to all of its directors for the current tax year 2022, which arises to the gross amount of 1,750,000.00 euros, which will remain in force for the following tax years until its modification will be approved.

The remuneration is reasonably proportionate to the size of the Company, its economic situation at any given time and the market standards of comparable companies. The established remuneration system is aimed at promoting the long-term profitability and sustainability of the Company and incorporates the necessary precautions to avoid excessive risk-taking and the rewarding of unfavourable results.

**Point regarding the replacement of the corporate website and the approval of various amendments to the bylaws:**

**6. Amendment of articles 11 Bis and 15 of the bylaws and replacement of the corporate website.**

In view of the supporting report issued by the board of directors on May 19<sup>th</sup>, 2022, which has been made available to the shareholders, it is proposed, firstly, to modify the content of articles 11 Bis and 15, literally as follows:

**"Article 11 Bis — Website of the Company.**

1. The Company shall have a corporate website under the terms legally established in the Law of Corporations.

The Company shall guarantee the security of the website, the authenticity of the documents published therein and the possibility of downloading and printing what is inserted therein.

2. The board of directors may decide to modify, delete or move the website. The resolution of suppression or transfer shall be registered in the Mercantile Register and, in any case, shall be recorded on the suppressed or transferred website during the thirty days following the date of the resolution.

3. The Company's website shall include all the documentation required by the applicable regulations".

**"Article 15 — Call of the General Shareholders' Meeting.**

The General Shareholders' Meeting shall be called by means of an announcement published on the Company's website at least one month prior to the date set for the meeting to be held.

In any case, the call shall state the name of the Company, the date and exact time of the meeting, the agenda, which shall include the matters to be discussed, and the position of the person or persons issuing the call.

Shareholders representing at least a five percent of the share capital may request the publication of a supplement to the call of a General Shareholders' Meeting, including one or more points on the agenda. The exercise of this right must be made by means of a reliable notification to be received at the registered office within five days following the publication of the call.

The supplement to the call must be published at least fifteen days prior to the date set for the General Meeting.

Failure to publish the supplement to the call within the legally established period shall be cause for nullity of the meeting."

Likewise, it is proposed to approve the replacement of the current corporate website ([www.antevenio.com](http://www.antevenio.com)) with new website [www.ispd.com](http://www.ispd.com). The replacement will be effective when the new corporate website is published in the "Companies Registry Official Gazette". The replacement agreement will also be posted on the replaced website for at least 30 days from the date of publication.

**7. Amendment of article 18 and creation of article 18 Bis of the bylaws to introduce the possibility to attend general meetings by telematic means, as well as to hold general meetings exclusively telematic.**

In view of the supporting report issued by the board of directors on May 19<sup>th</sup>, 2022, which has been made available to the shareholders, it is proposed to modify article 18, leaving it worded as follows, as well as to create a new article 18 Bis with the following literalty:

**"Article 18 - Right to Attendance. Representation.**

Right of Assistance

1. The holders of at least a number of shares equivalent to one per thousand of the capital stock and who have their shares registered in the corresponding accounting record of securities represented by book entries five days prior to the date on which the Meeting is to be held, and who retain ownership on that date, shall have the right to attend the General Meetings.

2. The attendance of directors, managers, technicians and other persons having an interest in the proper conduct of corporate affairs is authorized, at the proposal of any member of the Board of Directors. The Chairman of the General Meeting may authorize the attendance of any other person he deems appropriate. The General Meeting may, however, revoke such authorization.

3. Attendance at the general meeting may be made either by going to the place where the meeting is to be held or by telematic means, by means of a remote, simultaneous and bidirectional connection to the general meeting. To this end, the notice of the meeting shall specify the means to be used, which must guarantee the recognition and identification of the attendees and permanent communication between them, as well as the deadlines, forms and ways of exercising the rights of the shareholders with the right to attend provided by the directors to enable the meeting to be held. The board of directors may also approve procedural rules for the telematic attendance of the general meetings.

Those attending in any of these forms shall be deemed to be attending a single meeting, which shall be deemed to be held at the place indicated in the notice of meeting, if applicable, or, failing this, at the registered office. If all the attendees do so telematically, the meeting shall be deemed to have been held at the registered office.

Representation

The right to attend the General Meetings may be delegated on behalf of another shareholder who holds it. The proxy shall be conferred in writing or by electronic means or by any other means of remote communication that duly guarantees the identity of the shareholder granting the proxy and that complies with the requirements established by law for the exercise of remote voting.

Shareholder individuals who are not in full enjoyment of their civil rights and shareholder legal entities must be represented by those who exercise their legal representation, duly accredited.

Both in these cases and in the event that the shareholder delegates his right to attend, only one representative may be present at the Meeting. A proxy granted to a person who cannot be represented in accordance with the Law shall not be valid or effective.

The representation will be conferred with special character for each meeting, except when the representative is the spouse, ascendant or descendant of the represented party, or when the representative has a general power of attorney conferred in public document with powers to administer the patrimony that the represented party has in national territory.

In the event that the directors or another person on behalf of or in the interest of any of them have made a public request for representation, the director who obtains it will not be able to exercise the voting rights corresponding to the shares represented in those points on which there is a conflict of interest and, in any case, with respect to decisions relating to: (i) his appointment, re-election or ratification, removal, separation or termination as director, (ii) the exercise of the corporate action of liability directed against him and (iii) the approval or ratification of transactions of the Company with the director in question, companies controlled by him or those he represents or persons acting on his behalf. Exceptions are cases in which the director has received precise voting instructions from the represented party for each of the points to be submitted to the General Shareholders' Meeting in accordance with the provisions of the Corporate Enterprises Act. In anticipation of the possibility of a conflict of interest, the proxy may be granted subsidiarily in favor of another person.

If the proxy has been obtained by public request, the document containing the proxy must contain or have attached to it the agenda, the request for instructions for the exercise of voting rights and an indication of the way in which the proxy will vote in the event that precise instructions are not given, subject, where appropriate, to the provisions of the law.

When the proxy is granted or notified to the Company by means of remote means of communication means, it shall be done in accordance with the provisions of Article 20 bis of these bylaws.

In order to be valid, the proxy conferred or notified in accordance with the above provisions must be received by the Company before twenty-four hours on the third day prior to the date scheduled for the meeting on first call. In the resolution convening the meeting in question, the governing body may reduce the required advance notice, giving it the same publicity as that given to the notice of call. Likewise, the Board may develop the above provisions with regard to proxies granted through remote means of communication, in accordance with the provisions of the aforementioned article 20 bis below.

Representation is always revocable. In order to be enforceable, the revocation must be notified to the Company in the same terms provided for the notification of the appointment of the proxy or otherwise result from the application of the rules of priority between proxy, remote voting or personal attendance provided for in the corresponding notice of call. In particular, the attendance at the meeting of the represented party, whether in person or by remote voting, shall entail the revocation of any proxy, irrespective of the date of the proxy. The proxy shall also be rendered ineffective by the disposal of the shares of which the Company is aware.

The proxy may include those points which, although not provided for in the agenda of the meeting, but which may be dealt with at the meeting as permitted by law. If the proxy does not include them, it shall be understood that the shareholder represented instructs his proxy to abstain from voting on those points."

**"Article 18 Bis - General Shareholders' Meeting exclusively by telematic means.**

The meeting may also be called to be held exclusively by telematic means and, therefore, without the physical attendance of the shareholders, their representatives and the members of the Board of Directors.

The holding of the meeting exclusively by telematic means will be in accordance with the legal and statutory provisions, as well as, if any, with the development thereof contained in the regulations of the general meeting and, in any case, will be subject to the identity and legitimacy of the shareholders and their representatives being duly guaranteed and to all attendees being able to effectively participate in the meeting by means of the remote means of communication admitted in the notice of call, both to exercise in real time the rights to which they are entitled, and to follow the

interventions of the other attendees by the means indicated, taking into account the state of the art and the circumstances of the Company."

#### **8. Modification of Article 20 Bis to introduce the possibility of the attendance and voting card being sent to the Company by electronic means**

In view of the supporting report issued by the board of directors on May 19<sup>th</sup>, 2022, which has been made available to the shareholders, it is proposed to modify article 20 Bis, leaving it worded as follows:

##### **"Article 20 Bis - Remote Voting.**

Shareholders entitled to attend may cast their vote on the proposals relating to points included in the Agenda of any General Meeting by postal or electronic delivery or, electronic, or by any other means of remote communication in accordance with the provisions of the notice convening the general meeting, or by any other means of remote communication in accordance with the provisions of the notice of call of the General Meeting, by sending the Company the duly signed attendance and voting card (if applicable together with the voting form provided by the Company for such purpose), or any other written document which, in the opinion of the administrative body in a resolution adopted for such purpose, allows the identity of the shareholder exercising his right to vote to be duly verified. In order to be valid, the vote cast as indicated in the preceding paragraph must be received by the Company before twenty-four hours on the third day prior to the day scheduled for the holding of the Meeting on first call. In the resolution convening the Meeting in question, the governing body may reduce the required advance notice by giving it the same publicity as that given to the announcement of the call.

Shareholders who cast their vote remotely in the terms indicated in this article shall be considered as present for the purposes of the constitution of the general meeting in question. Consequently, proxies granted prior to the casting of this vote shall be deemed revoked and those granted subsequently shall be deemed not to have been granted.

The remote vote referred to in this article shall be rendered ineffective by the physical attendance at the meeting of the shareholder who cast it or by the disposal of the shares of which the Company is aware.

The governing body may develop the foregoing provisions by establishing the instructions, rules, means and procedures to implement the casting of votes and the granting of proxies by remote means of communication, in accordance with the state of the art and adjusting, where appropriate, to the rules issued for this purpose and to the provisions of these bylaws.

Likewise, the governing body, in order to avoid possible duplications, may adopt the necessary measures to ensure that the person who has cast the remote vote or delegated the proxy is duly authorized to do so in accordance with the provisions of these bylaws.

The implementing rules adopted by the administrative body pursuant to the provisions of this section shall be published on the Company's website."

#### **9. Modification of Article 23 Bis of the bylaws to introduce the possibility of calling the board of directors with less than 8 days' notice when it is convenient due to urgent matters.**

In view of the supporting report issued by the board of directors on May 19<sup>th</sup>, 2022, which has been made available to the shareholders, it is proposed to modify Article 23 Bis, leaving it worded as follows:

##### **"Article 23 Bis – Call of the Board of Directors.**

The Board of Directors shall meet at least once a quarter.

The Board shall be called:

- By the Chairman or the person acting in his stead
- By the directors constituting at least one third of the members of the Board of Directors, indicating the agenda, to be held in the locality where the registered office

is located, if, upon request to the Chairman, he has not called the meeting within a period of one month without just cause.

The calls shall be made in writing, by post or e-mail, addressed to each Director, eight days in advance, unless a shorter period is justified for reasons of urgency. The notice of the Board meeting shall state the place, date and time, as well as the matters to be discussed. It shall not be necessary to call a meeting when all the Board Members are present and unanimously decide to hold the meeting.

The Board shall be validly constituted when the majority of its members are present or represented at the meeting.

Directors may delegate their proxy to another Director by letter addressed to the Chairman.

The meeting may be held in several rooms simultaneously, provided that interactivity and intercommunication between them in real time is ensured by audiovisual or telephonic means and, therefore, the unity of the meeting. In this case, the system of connection and, if applicable, the places where the technical means are necessary to attend and participate in the meeting are available, shall be stated in the notice of meeting. Resolutions shall be deemed to have been adopted at the place where the chairperson is located.

Exceptionally, if no director objects, the meeting may be held in writing and without a meeting. In the latter case, the directors may send their votes and any considerations they wish to have recorded in the minutes by e-mail."

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

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

According to Articles 146 and the followings of the Law of Capital Companies, it is agreed 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, in accordance with 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, 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 directors 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 agreement";
- (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 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 14<sup>th</sup>, 2021.

**Points related to general matters:**

**11. Delegation of powers.**

It is agreed 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 registration in the Mercantile Registry or any other Registry, Body and Administrative Entity that corresponds, as well as request the partial registration 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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