

**"ANTEVENIO, S.A."**

**CALL NOTICE FOR THE ANNUAL GENERAL MEETING**

By resolution of the Board of Directors of Antevenio S.A. (the "**Company**"), the shareholders are convened to the Annual General Meeting, to be held on first call at 11:00 on 25 June 2015 at the registered office in Madrid, Calle Marqués de Riscal, 11, 2º. If the required attendance quorum is not obtained, the meeting will take place on second call, at the same time and venue on 26 June 2015, in order for appropriate resolutions to be addressed, deliberated and adopted on the matters that are expressed in the following

**AGENDA**

1. Review and approval, where applicable, of the Individual Annual Accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Worth, Cash Flow Statement and Annual Report), together with the corresponding management report and the audit report for the financial year ending on 31 December 2014.
2. Review and approval, where applicable, of the Consolidated Annual Accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Worth, Cash Flow Statement and Annual Report), together with the corresponding consolidated management report and audit report for the financial year ending on 31 December 2014.
3. Approval of the proposed distribution of profit of the Company for the year ending on 31 December 2014.
4. Review and approval of the corporate management and actions of the Board of Directors during the year ending on 31 December 2014.
5. Authorisation for the acquisition of own shares by the Company under the terms established in the applicable regulations.
6. Appointment of members of the Board of Directors. Determination of the number of members of the Board of Directors. The following proposals will be subject to a separate vote:
  - 6.1. Appointment of Mr. JOSHUA DAVID NOVICK as Director for a period of four (4) years.
  - 6.2. Appointment of Mr. PABLO PÉREZ GARCÍA-VILLOSLADA as Director for a period of four (4) years.
  - 6.3. Appointment of Mr. DAVID RODÉS MIRACLE as Director for a period of four (4) years.
  - 6.4. Appointment of Mr. DONALD C. EPPERSON as Director for a period of four (4) years.
  - 6.5. Appointment of Mr. VINCENT BAZI as Director for a period of four (4) years.
  - 6.6. Determination of the number of members of the Board of Directors.
7. Determination of the maximum amount of annual remuneration for all members of the Board of Directors.
8. Approval of a remuneration scheme linked to the value of the shares of the Company for the Fiscal Year 2015.
9. Amendment of the following articles of the Articles of Association with the purpose of: (i) in the case of article 2, adapting it to the social reality; (ii) in the case of article 7, adapting it to the reform of the Capital Companies Act introduced by Law 31/2014 of 3 December regarding the Book-entry Register; (iii) in the case of article 11, adapting the statutory references to the type of securities market; (iv) in the case of article 11 Bis, introducing technical improvements in the wording; (v) in the case of articles 14, 15, 16, 17, 17 Bis, 18, 19 and 20, adapting them to the reforms of the Capital Companies Act introduced by Law 31/2014 of 3 December regarding the operation of the

Annual General Meeting; (vi) in the case of articles 22, 23 and 23 Bis, adapting them to the reforms of the Capital Companies Act introduced by Law 31/2014 of 3 December regarding operation and organisation of the Board of Directors; (vii) and in the case of article 29, correcting the reference to a repealed provision.

The following proposals will be subject to a separate vote:

- 9.1. Amendment of article 2 ("Corporate Object") to adjust the wording thereof to the social reality due to the natural evolution of the Internet business and current technology.
  - 9.2. Amendment of article 7 ("Book-entry Register") to adjust the wording thereof to that of article 497 of the Capital Companies Act.
  - 9.3. Amendment of article 11 ("Trading of the Securities of the Company") of the Company to adapt the statutory wording to the type of market in which the company is currently listed, this being a multilateral market and not a secondary or organised market, as the current wording provides.
  - 9.4. Amendment of article 11 Bis ("Website of the Company") to remove a vague legal concept that hinders the fulfilment of the legal obligation of the Board of Directors and creates a situation of legal uncertainty, replacing this wording with wording that is adapted to the current legislation.
  - 9.5. Amendment of articles 14 ("Types of General Meetings"), 15 ("Call for General Meeting"), 16 ("Power and obligation to call meetings"), 17 ("Venue and Posts of the General Meeting"), 17 Bis ("Right to Information"), 18 ("Right of Attendance. Representation"), 19 ("Quorum for the General Meeting"), and 20 ("Deliberations and Adoption of Resolutions") to adapt the articles affecting the operation of the General Meeting to the reforms of the Capital Companies Act introduced by Law 31/2014 of 3 December;
  - 9.6. Amendment of articles 22 ("The Board of Directors"), 23 ("Posts of the Board") and 23 Bis ("Call for the Board of Directors") to adapt the articles affecting the organisation and operation of the Board of Directors to the reforms of the Capital Companies Act introduced by Law 31/2014 of 3 December, and to adapt the statutory duration period of the post of administrator to the regulation of listed companies.
  - 9.7. Amendment of article 29 ("Prohibitions and incompatibilities") to adjust the wording thereof to the regulations in force, Law 3/2015 of 30 March, from 2015 and to remove references to the repealed provision, Law 5/2006 of 10 April.
10. Authorisation, where appropriate, to the Directors of the Company in order for them to develop activities involving effective competition with the Company, for their own account or the account of others.
  11. Delegation of powers to formalise, interpret, rectify, execute, put on record and register, if necessary, the resolutions adopted by the General Meeting.
  12. Questions and answers.
  13. Writing, reading and approval, where appropriate, of the minutes of the meeting.

#### **Right of Attendance**

The right of attendance to the General Meeting shall be granted to the holders of, at least, a number of shares that is equivalent to one thousandth of the share capital and who have their shares registered in the corresponding book-entry register of securities represented by book entries at least five days before the date set for the Meeting and who meet the other requirements of the Articles.

This right of attendance may be delegated pursuant to the provisions contained in the Capital Companies Act and in the Articles of Association.

#### **Right of Representation**

Any shareholder entitled to attend may be represented at the General Meeting by another person under the terms established in the Capital Companies Act and in the Articles of Association.

The proxy must be granted in writing specifically for each General Meeting. In any event, no shareholder may be represented by more than one proxy at the General Meeting.

Proxies may be revoked at any time and personal attendance at the General Meeting by the represented shareholder shall be construed as revocation.

In the case of representation granted through remote communication means, it shall only be deemed valid when made by means of postal correspondence, sending to the registered office the attendance card issued by the entity duly signed and filled out by the shareholder or by means of the form provided by the Company on its website ([www.antevenio.com](http://www.antevenio.com)) for proxy and remote voting.

### **Right to Information**

From the date of publication of this call notice until the day the General Meeting is held, shareholders are entitled to examine at the registered office the full text of all documents to be submitted for approval by the General Meeting, which are the following:

- (1) The individual annual accounts of Antevenio S.A. and the consolidated annual accounts of Antevenio Group for the year ending on 31 December 2014.
- (2) The Auditors' Report on the individual annual accounts of Antevenio S.A. and the consolidated annual accounts of Antevenio Group for the year ending on 31 December 2014.
- (3) The Individual Management Report and the Consolidated Management Report for the year ending on 31 December 2014.
- (4) The attendance card form, the proxy card form, and the remote voting card form for the Annual General Meeting.
- (5) The proposed changes to the Articles: the consolidated text of the Articles of Association.
- (6) The explanatory report by the administrator on the proposed changes to the Articles of Association.
- (7) The motion for Resolution on each item on the Agenda of this call for the Annual General Meeting.

In addition, shareholders may request the delivery or sending by the Company, immediately and free of charge, of all the above referenced documents.

The referenced documents, among others, shall be made available for consultation on the Company's website ([www.antevenio.com](http://www.antevenio.com)) from the date of publication of this notice call.

It is hereby expressly stated that, pursuant to Article 197 of the Capital Companies Act, up to seven calendar days prior to the scheduled date of the Meeting, shareholders may request any information or clarifications they deem necessary from the Board of Directors, or set out in writing any questions they deem relevant on the items included in the Agenda. In addition, on the day of the General Meeting, the shareholders of the Company may verbally request the information or clarifications they deem necessary on the items included in the Agenda.

### **Supplement and motions**

Shareholders representing at least 5% of the Company's share capital may request publication of a supplement to this call, including one or more items on the Agenda. This right must be exercised by written notice sent to the Company's registered office within five (5) days following the publication of this call. The supplement to the call must be published at least fifteen (15) days before the date set for the Annual General Meeting.

In the same period and, in the event that this is acknowledged in the applicable legislation, shareholders representing at least 5% of the Company's share capital may submit grounded proposals of resolution regarding items already included or which should be included in the Agenda of the General Meeting.

The above is understood without prejudice to the right of any shareholder, during the course of the General Meeting, to formulate alternative proposals or regarding matters which are not required to be included in the agenda under the terms provided in the Capital Companies Act.

### **Voting Right**

Shareholders entitled to attend may cast their vote on the proposals relating to the items on the Agenda by hand delivery or postal correspondence, sending the attendance and voting card duly signed to the Company, together, where appropriate, with the voting form provided for that purpose by the Company on its website. In order to be valid, a vote cast by hand delivery or postal correspondence must be received by the Company before midnight on the third day prior to the scheduled date of the General Meeting on first call.

Likewise, shareholders are informed that votes cast remotely shall be rendered null and void by subsequent express revocation made within the same term and by the same means and as those relating to the votes cast, or by attendance at the General Meeting of the shareholder who cast the vote. Also, shareholders casting their vote remotely shall be deemed to be in attendance for the purposes of quorum at the General Meeting.

### **Date of the General Meeting**

Although two calls are provided for in this notice, shareholders are informed that the required quorum is expected to be met on first call, for which reason the Annual General Meeting will, in all likelihood, be held on first call on the day, place and time specified above.

This notice is published simultaneously on the Company's website ([www.antevenio.com](http://www.antevenio.com)).

**Madrid, 30 April 2015, the Chairman of the Board of Directors, Mr. Joshua David Novick.**