

## "ANTEVENIO, S.A."

### CALL OF ORDINARY GENERAL SHAREHOLDERS' MEETING

By resolution of the Board of Directors of Antevenio SA (the "Company") the meeting of the Ordinary General Shareholders' Meeting is hereby convened, which will take place on the first call at 9:00 a.m. on June 22, 2016 at the registered offices located at Calle Marqués de Riscal 11, 2<sup>nd</sup> Floor in Madrid or if the necessary quorum is not reached, on second call in the same location and at the same time, on June 23, 2016 in order to address, discuss and adopt, as appropriate, the resolutions that proceed concerning the matters that are included on the following

#### AGENDA

1. Examination and approval, as appropriate, of the Annual Individual Accounts of the Company (Balance Sheet, Statement of Income, Statement of Changes in Equity, Statement of Cash Flows, Annual Report) together with the management report and the auditor's report corresponding to the financial year closing on December 31, 2015.
2. Examination and approval, as appropriate, of the Annual Accounts of the consolidated group (Balance Sheet, Statement of Income, Statement of Changes in Equity, Statement of Cash Flows, Annual Report) together with the management report and the consolidated auditor's report corresponding to the financial year closing on December 31, 2015.
3. Approval, as appropriate of the proposal of the application of the result of the Company corresponding to the financial year closing on December 31, 2015.
4. Examination and approval, as appropriate, of the corporate management and actions of the Board of Directors during the financial year closing on December 31, 2015.
5. Authorization for the acquisition by the Company of its own shares under the terms established in the applicable regulation.
6. Appointment or, appropriate, re-appointment of the auditor of accounts of the Company and its consolidated group.
7. Establishment of the maximum annual remuneration to be paid to the member of the Board of Directors as a whole.
8. Authorization, as appropriate, of the directors of the Company in order that they may be able to undertake activities on their account that may lead to effective competition with the Company.
  - 8.1. Exemption of the Director Mr. Donald C. Epperson.
  - 8.2. Exemption of the Director Mr. David Rodés Miracle.
9. Delegation of Powers.
10. Q&A Session.
11. Drafting, reading and approval, as appropriate, of the minutes of the meeting.

## **Right of Attendance**

The holders of at least a number of shares equivalent to one thousandth of the share capital, who have registered their shares in the corresponding accounting registry of shares represented by book entries five days prior to that on which the General Shareholders' Meeting will be held and who meet the remaining requisites required by the Articles of Association shall be entitled to attend the General Shareholders' Meeting

This right to attend may be delegated in accordance with that established thereof in the Law of Capital Companies and in the Articles of Association.

## **Right of Representation**

Every shareholder, who is entitled to attend may be represented at the General Shareholders' Meeting under the terms provided in the Law of Capital Companies and in the Articles of Association.

The representation shall be granted in writing, specifically for each Meeting. Nevertheless, there may be no more than one representative at the Meeting.

The representation may always be revoked and the attendance in person of the shareholder represented at the meeting will be deemed to revoke the representation.

When it is granted by means of long distance communication, the representation granted will only be deemed valid when the proxy card, which has been issued by the entity, is sent by post to the registered offices, deposited, duly signed and completed by the shareholder or by means of the form that the Company makes available on its Web Page ([www.antevenio.com](http://www.antevenio.com)) for the voting by representative and long-distance.

## **Right to Information.**

From publication of this call until the General Shareholders' Meeting is held, the shareholders may examine at the registered offices, the entire text of all the documents that have to be submitted for approval of the General Shareholders' Meeting and that include the following:

- (1) The annual individual accounts of Antevenio S.A. and the consolidated accounts of the Antevenio Group corresponding to the financial year closing December 31, 2015.
- (2) The Auditor's Report on the individual accounts of Antevenio S.A. and the consolidated accounts of the Antevenio Group corresponding to the financial year closing on December 31, 2015.
- (3) The Individual Management Report and the consolidated Management Report corresponding to the financial year closing on December 31, 2015
- (4) The attendance and proxy card model as well as the long-distance vote for the Ordinary General Shareholders' meeting.
- (5) The proposed Resolutions concerning the points set forth on the Agenda of this call for the Ordinary General Shareholders' Meeting.

Likewise, they may obtain from the Company, the immediate delivery without cost of all the aforementioned documents.

Said documents, among others, shall be available for their consultation on the web page of the Company ([www.antevenio.com](http://www.antevenio.com)) from the date of publication of this call.

It is expressly established that until the seventh natural day prior to that foreseen for the holding of the Meeting the shareholders may be able to request from the Board of Directors, in regard to the items on the agenda, the information or clarifications that they deem necessary, or raise the questions in writing that they deem pertinent, in accordance with that established in Article 197 of the Law of Capital Companies. Likewise, during the holding of the Ordinary General Shareholders' Meeting, the shareholders of the Company may be able to verbally request the information or clarification that they deem appropriate concerning the matters on the agenda.

### **Complement and proposal**

The shareholders that represent at least five percent (5%) of the share capital may request that an addendum to the call be published including one or more points on this agenda. The exercise of this right shall be performed by means of a certified notice that will have to be received at the corporate domicile of the Company within five (5) days following the publication of this call. The addendum of the call must be published at least fifteen (15) days prior to the date established for the meeting of the Ordinary General Shareholders' Meeting.

Within the same period and if the case that it is recognized accordingly in the applicable regulation, the shareholders who represent at least five (5%) of the share capital, may present proposals based on points already included or that must be included on the agenda of the called meeting.

The aforementioned is understood notwithstanding the right of any shareholder during the course of the General Shareholders' Meeting to propose alternative proposals and proposals on points that need not appear on the agenda under the terms provided in the Law of the Capital Companies.

### **The Right to Vote**

The shareholders with the right to attend may cast their vote on the proposals related to the items on the Agenda by means of the delivery or post correspondence, thereby sending to the Company the attendance and proxy card, duly signed together, as appropriate, with the voting form for such purpose, made available by the Company on its web page. In order to be valid, the vote cast by means of delivery or postal correspondence shall have to be received by the Company prior to midnight of the third day prior to the day foreseen for holding the General Shareholders' Meeting on first call.

Likewise, the shareholders are hereby informed that the vote cast long distance shall be invalidated by subsequent and express revocation within the period established for the casting and performed by the same means used for voting or by attendance of the shareholder who cast it at the General Shareholder's Meeting as well as by divestment of the shares, of which the Company has knowledge. Likewise, the shareholder who has cast their vote long distance shall be deemed as present for purposes of the constituting the General Shareholders' Meeting

### **Date for holding the Meeting.**

Although this notice provides for two meeting calls, the Shareholders are hereby informed that it is expected that the required quorum be met on first call for which the Ordinary General Shareholders' Meeting shall foreseeably be held on first call on the day, at the time and location previously mentioned.

This notice is published simultaneously in the Official Reporter of the Mercantile Registry and on the web page of the Company. ([www.antevenio.com](http://www.antevenio.com)).

**Madrid, May 10, 2016. - The Chairman of the Board of Directors, Mr. Joshua David Novick.**