

PROPOSALS OF THE RESOLUTIONS FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING

ANTEVENIO, S.A.

June 22, 2016

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.

After a review of the documents made available to the shareholders, it was agreed to approve the annual individual accounts of the Company corresponding to the corporate financial year closing on December 31, 2015 (Balance Sheet, Statement of Income, Statement of Changes in Equity, Statement of Cash Flows, Annual Report) as well as the management report, as said documents were elaborated on March 31, 2016 by the Board of Directors of the Company and that generate an accounting result of **NINE HUNDRED TWENTY-NINE THOUSAND EIGHT HUNDRED NINETY-EIGHT EUROS**(929.898,00 €).

The auditors of the Company, "Grant Thornton" have issued the mandatory Report according to the terms and requirements of the Spanish Commercial Companies Law which concludes that the individual Annual Accounts and Management Report, elaborated by the Board of Directors on March 31, 2016, express, insofar as all significant terms, the faithful image of the assets and the financial situation of the Company.

Likewise, the individual accounts of the Company shall be deposited in the Mercantile Registry.

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.

After a review of the documents made available to the shareholders, it was agreed to approve the annual accounts of the Consolidated Group corresponding to the corporate financial year closing on December 31, 2015 (Balance Sheet, Statement of Income, Statement of Changes in Equity, Statement of Cash Flows, Annual Report) as well as the consolidated management report, as said documents were elaborated on March 31, 2016 by the Board of Directors of the Company.

The auditors of the Company, “Grant Thornton” have issued the mandatory Report according to the terms and requirements of the Spanish Commercial Companies Law which concludes that the Consolidated Annual Accounts and Consolidated Management Report, elaborated by the Board of Directors on March 31, 2016, express, insofar as all significant terms, the faithful image of the assets and the financial situation of the Company.

Likewise, the consolidated accounts of the Company shall be deposited in the Mercantile Registry.

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.

It is hereby agreed to approve the proposal of the application of the result obtained in the financial year closing on December 31, 2015 in relation to the individual accounts of the Company that amounts to the figure of **NINE HUNDRED TWENTY-NINE THOUSAND EIGHT HUNDRED AND NINETY-EIGHT**(929,898.00 €), according to the following distribution:

Basis of Distribution (Result obtained in the 2015 Financial Year):	929,898
Distribution to: Voluntary Reserves	929,898

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.

It is hereby agreed to approve the company management of the Board of Directors performed during the financial year ending on December 31, 2015 both on a Company level as well as a Group level.

5. Authorization for the acquisition by the Company of its own shares under the terms established in the applicable regulation.

In conformity with that set forth in Article 146 and subsequent articles in the Spanish Commercial Companies Law it is hereby agree to authorize and empower the Board of

Directors in order for the Company, either directly or through any of its subsidiaries, to be able to acquire at any moment and as many times as it deems appropriate, shares of the Company by any of the means allowed by law, including with a charge to the profits of the financial year and/or reserves of free disposition under the following conditions.

- (a) The acquisition may be performed directly by the Company or indirectly through its dependent companies under the same terms of this agreement.
- (b) The acquisition shall be performed by means of sale purchase operations, swaps or any other permitted by law.
- (c) The nominal value of own shares, acquired directly or indirectly by the Company combined with those the acquiring company and its subsidiaries already own and, if the case, the parent company and its subsidiaries, shall not be able to be greater than ten percent of the share capital.
- (d) The acquisitions shall 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 eighteen (18) months from the adoption of this agreement.
- (f) As a consequence of the acquisition of the shares, including those that the Company had acquired previously and that it may have in its portfolio, the resulting net assets cannot be reduced to an amount less than that of the share capital plus the legal reserves or those which are unavailable according to statute, all according to that set forth in letter b) of Article 146.1 of the Spanish Commercial Companies Law.

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

- (i) the application of the remunerative systems contemplated in the third paragraph of letter a) of Article 146.1 of the Spanish Commercial Companies Law as well as the development of programs that encouraging participation in the capital of the Company such as, for example, the delivery of shares or share options or remuneration referenced to the value of the shares and other similar instruments that must be delivered directly to workers or administrators of the company and as a consequence of the exercise of options of which those may be owners.
- (ii) to ensure the liquidity of the shares by means of the intervention of a provider of investment services by means of a liquidity contract.

As a consequence of the resolution adopted, the General Shareholders' meeting hereby agrees to revoke, in its entirety, the authorization (but not the part which has already been exercised) granted to the Board of Directors for the acquisition of own shares agreed by the General Shareholders' Meeting of June 25, 2015.

6. Appointment or, as appropriate, re-appointment of the auditor of accounts of the Company and its consolidated group.

It is hereby agreed to proceed to reappoint Grant Thornton as auditor of accounts for the verification of annual accounts and the management report of the Company and the Consolidated Group corresponding to the 2016 financial year.

For purposes and for its subsequent inscription in the registry, the data requested by Article 38 on the Regulation of the Mercantile Registry on the identity of the auditors appoints is hereby set forth:

Company Name: Grant Thornton, S.L.P.

Registered Offices: in Tres Torres, 7, 08017, Barcelona

Tax Identification Number : CIF B-08914830

Registry Identification: Registered in the Mercantile Registry of Barcelona at Volume 39820, Section, Sheet 97, Page B-12635 and in ROAC n° S0231

7. Establishment of the maximum amount of annual remuneration to be paid to the member of the Board of Directors as a whole.

It is hereby agreed that for purposes of that set forth in Article 22 of the Articles of Association and in conformity with Article 217 of the Spanish Commercial Companies Law, the amount of the global and annual allotment that the Company may pay the directors as a whole amounts to 550,000 Euros, including therein all the concepts for which they may be paid, an amount that shall remain in effect as long as the General Shareholders Meeting does not agree to its modification, thereby being able to be distributed by the Board of Directors under the terms provided in the aforementioned section.

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.

It is hereby agreed to exempt Mr. Donald Charles Epperson from his obligation to not compete with the Company in regard to his positions and stakes set forth in the Annual Report, under the terms allowed by Article 230.3 of Spanish Commercial Companies Law provided that (and the exempted Director has been made to understand) (a) no injury is expected to the Company under any circumstances; (b) the Director appropriately informs the Board of Directors in the event of a conflict of interest or “effective” competition that causes the least minimum damage to the Company and c)

the exempted Director resigns his position in the case that some injury or damage or negative effect occurred.

8.2. Exemption of the Director Mr. David Rodés Miracle.

It is hereby agreed to exempt Mr. David Rodés Miracle from his obligation to not compete with the Company in regard to his positions and stakes set forth in the Annual Report under the terms allowed by Article 230.3 of the Spanish Commercial Companies Law provided that (and the exempted Director has been made to understand) (a) no injury is expected to the Company under any circumstances; (b) the Director appropriately informs the Board of Directors in the event of a conflict of interest or “effective” competition that causes the least minimum damage to the Company and c) the exempted Director resigns his position in the case that some injury or damage or negative effect occurred.

9. Delegation of Powers

It is hereby agreed to severally authorize the members of the Board of Directors in order that any one of them separately and with a single signature may appear before a Notary Public and sign as many public and private documents that were necessary for the notarial registration of the preceding resolutions, thereby being able to perform the corrections and clarifications or remedy the omissions that were necessary or appropriate in order to achieve, if the case, its registration in the corresponding Registry or in any other Registry, Body or Administrative Entity that corresponds as well as requesting the partial registration of the resolutions adopted in conformity with that set forth in Article 63 of the Regulation of the Mercantile Registry.

10. Q&A Session.

There is no request and/or question.

11. Drafting, reading and approval, as appropriate, of the minutes of the meeting.

After drafting and reading by the Secretary, the approval of the minutes of the meeting are hereby approved.

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