

2016 ORDINARY ANNUAL GENERAL SHAREHOLDERS' MEETING OF ANTEVENIO, S.A.

Card for attendance, delegation and remote voting

for the Ordinary Annual General Shareholders' Meeting of **ANTEVENIO, S.A.** which will be held in Madrid at Marqués de Riscal, 11, 2º, 28010 on June 22, 2016 at 9:00 p.m. on the first call and at the same place and time on June 23, 2016 on the second call. The holding of the General Meeting is expected on FIRST CALL, that is June 22, 2016.

ATTENDANCE

**Shareholders who wish to attend the Meeting:**

Any shareholder, who is owner of at least a number of shares that is equivalent to one thousandth of the share capital and whose shares have been inscribed in the corresponding accounting registry five days prior to the day on which the Meeting will be held, shall be able to attend the Ordinary General Shareholders' Meeting. The shareholder who wishes to attend the Meeting in person shall sign this CARD in the ATTENDANCE section in the space which appears below and present it on the day of the Meeting at the place in which it is to be held.

**Signature of the shareholder who attends:**

In ....., on ..... of ..... of 2016    Nº shareholder account: .....  
 N° of shares: .....

*Identification Data of shareholder*

DELEGATION

**Shareholders who wish to delegate:**

The shareholder, entitled to attend, who does not wish to attend the Meeting in person, may delegate their representation. For that purpose, they shall complete the section of this Card entitled DELEGATION, thereby signing it and identifying themselves. They shall have this DELEGATION sent to the Company by means of delivery or post, which shall be received by the Company before midnight three days prior to the day foreseen for holding the Meeting on first call.

The shareholder in favor of whom this card has been sent grants their representation for this Meeting to:

- The President of the Board of Directors
- The Secretary of the Board of Directors
- Mr. / Ms .....

*All delegations that are received at the Company with the name of the representative in blank shall be deemed to be granted to the President of the Board of Directors.)*

Unless otherwise indicated, if the representative faced a conflict of interest the representation shall be deemed to be granted to the Secretary of the Board of Directors. If you do not wish this to be the case, please check the following box. .  **NO**

. Mark an "x" in the corresponding box indicating the voting instructions for the points included on the Agenda. In the case that express instructions are not provided it shall be understood that a vote is cast in favor of the proposed resolutions presented by the Board of Directors.

Points on the Agenda	1	2	3	4	5	6	7	8.1	8.2	9	10	11
In favor												
Against												
Abstention												

Unless otherwise indicated, the delegation also extends to the resolutions on the matters which, although not appearing on the Agenda, may be submitted for a vote at the Meeting. In this case, the representative shall exercise the vote in the way that they deem most favorable to the interests of their representative. If you do not wish this to be the case, mark the following "no" box in which case it shall be understood that the shareholder has instructed their representative to abstain.

**NO**

**Signature of the shareholder who delegates**

In ....., on..... of..... of 2016    Nº shareholder account: .....  
 N° of shares: .....

*Identification Data of Shareholder*

## REMOTE VOTING

### Shareholders who wish to vote remotely

If prior to the holding of the Meeting, the shareholder, in favor of whom this card has been sent, wishes to vote remotely in relation to the proposals on the Agenda of this Meeting, shall mark an "x" in the corresponding box indicating the way they wish to vote, in the table that appears below. If in regard to some of the points on the Agenda they failed to mark any of the boxes enabled for such purposes, it shall be understood that a vote is cast in favor of the proposal of the Board of Directors.

Points on the Agenda	1	2	3	4	5	6	7	8.1	8.2	9	10	11
In favor												
Against												
Abstention												

Unless otherwise indicated, remote voting also extends to proposals on matters which, although not appearing on the Agenda, may be submitted for a vote at the Meeting. In this case, the vote on these resolutions shall be against. If you do not wish this to be the case, mark the following box.  **NO**

The shareholder who issues their remote vote shall be taken into account as present for purposes of the constitution of the General Meeting.

### Signature of the shareholder who votes remotely

In ....., on ..... of ..... of 2016 N° shareholder account: .....  
 N° of shares .....

*Identification Data of Shareholder*

\*\*\*\*\* *The holder of this card may delegate their representation to remote voting by completing and signing the corresponding section. In the case of signing both sections, the remote voting shall prevail and shall invalidate the delegation.*

#### Right to Attend.-

Any shareholder, who is owner of at least a number of shares that is equivalent to one thousandth of the share capital and whose shares have been inscribed in the corresponding accounting registry, represented by means of book entries, five days prior to the day on which the Meeting will be held and meets the remaining requisites required by the Articles of Association shall be able to attend the Ordinary General Shareholders' Meeting.

Shareholders who wish to delegate their vote by means of this card.- If the shareholder does not intend to attend they may grant their representation to any other shareholder. For that purpose, they shall complete all the data required in the delegation that appears in this document and sign it in this space indicated. In order to be valid, the vote shall be received by the Company before midnight on the third day prior to holding the Ordinary General Shareholders' Meeting on first call.

Shareholders who wish to vote remotely by means of this card- For this purpose, the shareholder shall complete the space related to remote voting that appears in this document and sign it in the place indicated. In order to be valid, the vote shall be received by the Company before midnight on the third day prior to the holding of the Ordinary General Shareholders' Meeting on first call.

Delegation and remote voting by electronic means. Shareholders may also send the appointment of their representative and their remote vote in regard to the points on the Agenda by electronic correspondence in addition to post and in person.

**In any case, in addition to that provided by Law, in the Articles of Association of the Company, the rules included in the announcement of the call shall apply.**

Information on conflict of interests In accordance with that set forth in the Law of Capital Companies and other applicable regulations, it is hereby stated that the President of the Board of Directors and the remaining members of the Board of Directors may face a potential situation involving a conflict of interest in regard to point 10 of the Agenda.

Personal Data Processing.- The personal data that the shareholders send to the Company in order to exercise or delegate their rights of attendance and voting shall be processed by the Company for the development, control and management of the share relationship. Those affected may exercise their rights to access, rectification and opposition under the terms legally provided, by written communication addressed to the corporate domicile, C/ Marqués de Riscal, 11, 2 Madrid, 28010. In the case of sending data of a physical person, the shareholder undertakes to inform the affected party of these points.

## Agenda

- First** 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.
- Second** Examination and approval, as appropriate, of the Annual Individual 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 auditor's report corresponding to the financial year closing on December 31, 2015.
- Third** 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.
- Fourth** 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.
- Fifth** Authorization for the acquisition by the Company of its own shares under the terms established in the applicable regulation.
- Sixth** Appointment or, appropriate, re-appointment of the auditor of accounts of the Company and its consolidated group.
- Seventh** Establishment of the maximum annual remuneration to be paid to the members of the Board of Directors as a whole.
- Eighth** 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.
- Ninth** Delegation of Powers
- Tenth** Q&A Session
- Eleventh** Drafting, reading and approval, as appropriate, of the minutes of the meeting.