



"ANTEVENIO, S.A."

CALL OF EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

By resolution of the Board of Directors of Antevenio S.A. (the "**Company**") the meeting of the Extraordinary General Shareholders' Meeting is hereby convened, which will take place on the first call at 9:30 a.m. on November 16, 2016 at the registered offices located at Calle Marqués de Riscal 11, 2nd Floor in Madrid, or if the necessary quorum is not reached, on second call at the same location and same time, on November 17, 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. Approval and ratification of the general terms and conditions of the Incentives Package designated for executive board members and managers, among which, the President and Chief Executive Officer and the Secretary of the Board of Directors. Delegation of powers.
2. Authorization for the acquisition by the Company of its own shares under the terms established in the applicable regulation
3. Approval of a plan for delivery of shares aimed at executive board members and managers of the Company. Delegation of powers.
4. Delegation of Powers
5. Q&A Session
6. Drafting, Reading and Approval, if the case, of the minutes of the meeting.

Right to Attendance

Those entitled to the right to vote include holders of at least a number of shares that is equivalent to one- thousandth of the share capital, who have inscribed their shares in the corresponding accounting registry of the shares represented by means of book entries five days prior to the day on which the General Meeting is to be held and who meet the remaining requisites required by the Articles of Association.

The right to attend can be delegated in accordance with the regulations of the Law of Capital Companies and the Articles of Association.

Right to Representation

All shareholders who have the right 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 especially for each Meeting. In any case, there shall not be more than one representative at the Meeting.

The representation is always revocable and the personal attendance at the Meeting by the shareholder represented shall be deemed revocation of the representation.

When it is granted by means of long distance communication, only the representation granted by means of postal correspondence shall be deemed valid, thereby sending to the corporate domicile the attendance card sent by the depository entity, duly signed and completed by the shareholder, or by means of the form that Company has on its web pages (www.antevenio.com) for the proxy vote and remote voting.

Right to information

The shareholders may exam at the corporate domicile from the moment of the publication of this meeting until the holding of the General Shareholders' Meeting the full text of all the documents that have been submitted for approval by the General Shareholders' meeting which are the following:

- (1) The form for the attendance card and the proxy as well as the remote vote for the Extraordinary General Shareholders' Meeting.
- (2) The proposals of the Agreement on the points set forth in the Agenda of this meeting call of the Extraordinary General Shareholder's meeting.
- (3) The general terms and conditions of the Director's Packages destined for executive board members and managers.
- (4) The Note of Information of the Voluntary Contractual Tender Offer posted on Euronext: ([*Note d'Information Offre Contractuelle Volontaire*](#)).
- (5) The Note of Response to the of the Voluntary Contractual Tender Offer posted on Euronext and Antevenio's Sites: ([*Antevenio : document en réponse à l'Offre Contractuelle*](#))

Likewise, they may obtain from the Company, immediately and gratuitously the sending or delivery of all the documents mentioned previously.

The aforementioned documents, among others, shall be available for their consultation on the web page of the Company, www.antevenio.com from the date of publication of this call.

It is expressly stated that until the seventh natural day prior to that established for the holding of the Meeting, the board members may request from the Board of Directors in regard to the matters comprising the Agenda, the information or clarifications that they deem necessary or formulate in writing the questions that they deem pertinent, in accordance with that established in Article 197 of the Law of Capital Companies. Likewise, during the holding of the General Shareholders Meeting the shareholders of the company may be able to verbally request the information or clarifications that they deem appropriate about the matters comprising the agenda.

Complement and Proposals

The shareholders who represent at least five percent (5%) of the share capital may request that a supplement to the convocation be published including one or more points on this agenda. The exercise of this right shall be made by means of irrefutable notice that will have to be received at the Company social domicile within five (5) days following the publication of this call. The supplement of the call shall be published as a minimum fifteen (15) days prior to the date established for the meeting of the Extraordinary General Shareholders' Meeting.

In the same period, and in the case that it is recognized as such in the applicable regulations, the shareholders who represent at least five per cent (5%) of the share capital may present reasoned proposals in accordance with the matters already included or that must be included on the agenda of the meeting called.

The aforementioned is understood regardless of the right of any shareholder during the development of the general shareholders meeting to make alternative proposals or on points that do not need to be included on the agenda under the terms provided in the Law of Capital Companies.

Right to Vote

The shareholders with the right to vote may cast their vote on the proposals related to the points on the Agenda by means of delivery or postal correspondence, thereby ensuring that the Company has received the attendance card and duly signed vote together, if the case, with the voting form made available for such purposes by the Company on its web page. For its validity, the vote cast by means of the delivery or postal correspondence shall have to be received by the Company within twenty four



hours of the third day prior to that established for the holding of the General Shareholders' Meeting on first call.

Likewise the shareholders are informed that the remote vote cast shall remain without effect by subsequent and express revocation within the period established for casting a vote and performed by the same means that the shareholder would have used for voting or for attending the General Shareholders' Meeting as well as for the disposal of shares of which the Company has knowledge. Likewise, the shareholders who have cast their remote vote shall be deemed present for purposes of the quorum of the General Shareholders' Meeting.

Date of holding of the Meeting

Although this announcement provides for two calls, the shareholders are hereby informed that the required quorum is expected to be able to be met on first call; for which in all probability the Extraordinary General Shareholders' Meeting shall be held on first call on the day and at the hour and place previously expressed.

This announcement has been published simultaneously in the Official State Gazette of the Mercantile Registry and the web page of the Company. (www.antevenio.com).

In Madrid on September 29th, 2016 the President of the Board of Directors, Mr. Joshua David Novick.

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