

**PROPOSALS OF THE RESOLUTIONS FOR THE EXTRAORDINARY
GENERAL SHAREHOLDERS' MEETING**

ANTEVENIO, S.A.

November 16, 2016

The Board of Directors of Antevenio S.A. has agreed to the presentation of the following proposals to the Board Members.

1. Approval and ratification of the general terms and conditions of the "Directors' Package" designated for executive board members and directors, among which are the CEO and President of the Board and the Secretary of the Board. Delegation of powers.

The Directors, after having reviewed the document placed at their disposal referring to the terms and conditions of the Directors' Package designated for executive board members and directors, that are set forth as **Exhibit 1** to these proposed resolutions, hereby unanimously agree to approve and ratify the general terms and conditions set forth therein which are hereby included in this resolution.

Our shareholders hereby unanimously agree to delegate in favor of the Board of Directors of the Company with express powers of substitution, the powers directed at completing, developing and implementing the Incentives Package of the executive board members and directors in conformity with the general terms and conditions referred to in this point of the agenda.

2. 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 of the Law of Capital Companies, the General Shareholders' Meeting has unanimously approved to authorize and empower the Board of Directors so that the Company directly or through any of its subsidiaries may acquire at any time and as many times as it deems appropriate the Company shares by any means permitted by law even from the profits of the financial year and/or unrestricted reserves under the following conditions

(a)The acquisitions may be performed directly by the Company or indirectly through its companies subject to the same terms of this agreement.

(b) The acquisitions shall be performed by means of operations of sale-purchase, swap or by any others permitted by law.

(c) The nominal value of its own shares acquired directly or indirectly by the company, including those that the acquiring company and its subsidiaries already possess and if the case, the dominant company and its subsidiaries, shall not be able to be greater than ten (10%) of the subscribed to capital.

(d) The acquisition shall not be able to be performed at a price greater than 15 Euros nor less than 2 Euros per share.

(e) This authorization is granted for a maximum period of eighteen (18) months from the adoption of this agreement.

(f) Como consecuencia de la adquisición de acciones, incluidas aquellas que la Sociedad o la persona que actuase en nombre propio pero por cuenta de la Sociedad hubiese adquirido con anterioridad y tuviese en cartera, el patrimonio neto resultante no podrá quedar reducido por debajo del importe del capital social más las reservas legal o estatutariamente indisponibles, todo ello según lo previsto en la letra b) del artículo 146.1 de la Ley de Sociedades de Capital.

As a consequence of the acquisition of shares, including those that the Company or the person who acts on their own behalf, but for the account of the Company, the Company had acquired them previously and had them in its portfolio the resulting net capital shall not be able to be reduced to less than the amount of the share capital available plus the legal reserves or available reserves pursuant to the by-laws all of which is provided in letter b) of Article 146.1 of the Law of Capital Companies.

Expressly it is set forth that the shares, which are acquired as a consequence of this authorization may be designated for

- (i) their transfer or amortization,
- (ii) to the application of remunerative systems contemplated in the third paragraph of letter a) of Article 146.1 of the Law of Capital Companies as well as the development of programs that encourage participation in the capital of the Company such as for example the delivery of shares or stock options or remuneration referring to the value of shares or other similar instruments that must be delivered directly to the workers or administrators of the company as a consequence of the exercise of option rights of which they may be owners;
- (iii) to ensure the liquidity of the share, by means of the intermediation of a lender of an investment service by means of a liquidity contract;

(iv) to the acquisition of shares or participations in other companies in which case, the limit referred to in previous letter c) shall be five (5) percent.

3. Approval of a plan to deliver the shares directed at the executive board members and directors. Delegation of powers.

The Shareholders unanimously approve a plan for delivering the shares consisting of the gratuitous delivery of Company shares in favor of certain Executive Board Members and Directors.

The following parameters are hereby agreed to be established for it.

- (i) The maximum number of shares that shall be able to be delivered in total under the Plan at its expiration shall be one hundred and twenty-five thousand (125,000) shares to be divided among the Beneficiaries,
- (ii) the delivery shall be of a gratuitous nature for the totality of shares delivered under the Plan
- (iii) the value of the share shall be that corresponding to the market value on the day of the delivery.
- (iv) The period of the Plan shall end on August 31, 2019

Likewise, it is agreed to delegate to the Board of Directors of the company with express powers of substitution, the powers referring to the development, implementation, execution and interpretation, if the case, of the conditions of the remuneration plan.

4. Delegation of powers

It is agreed to severally empower the members of the Board of Directors so that any of them, individually and with a single signature may be able to appear before the Notary Public and execute as many public and private documents that were necessary for the registry of the previous resolutions, thereby being able to perform the rectifications and clarifications or remedy the omissions that were necessary or appropriate in order to achieve, if the case, their inscription in the Mercantile Registry corresponding or in any other Registry, Body and Administrative Entity that corresponds as well as request the partial registration of the resolutions adopted in conformity with that set forth in Article 63 of the Regulation of the Mercantile Registry.

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