

"ANTEVENIO, S.A."

CALL

ORDINARY GENERAL MEETING OF SHAREHOLDERS

By resolution of the Board of Directors of Antevenio, S.A. (the "Company") the shareholders are hereby called to an Ordinary General Meeting of Shareholders that will take place, on first call; at **9:30 a.m. on July 1, 2020** (GMT+1) at 11 Marqués de Riscal Street, 4th Floor in Madrid. Alternatively, if the necessary quorum were not met, then the meeting will take place on second call in the same place and at the same time on July 2, 2020 so that the resolutions that proceed on the matters that are expressed on the following agenda may be dealt with, deliberated and adopted, if the case.

AGENDA

Points related to annual accounts, the application of the profit, the corporate management, accounts auditor and the distribution of dividend:

- Examination and approval, if the case, of the Individual Annual Accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report) together with the management and auditor's report corresponding to the financial year closing on December 31, 2019.
- Examination and approval if the case of the Annual Accounts of the consolidated group(Balance Sheet, Profit and Loss Account, Statement of Changes to Net Equity, Statement of Cash Flows, Annual Report), together with the management and auditor's report corresponding to the financial years closing on December 31, 2019.
- 3. Approval, if the case, of the proposed application of the result of the Company corresponding to the financial year closing on December 31, 2019.
- 4. Examination and approval, if the case, of the corporate management and actions of the Board of Directors during the financial year closing on December 31, 2019.
- 5. Appointment or if the case, reappointment of the account auditor of the Company and its consolidated group.

Point related to the shares of the Company:

6. Authorization for the acquisition by the Company of treasury shares under the terms established in the applicable regulation.



Points related to the composition of the Board of Directors:

- 7. Appointment, reappointment and approval of Directors
 - 7.1. Approval, if the case, of the appointment of Mr. Fernando Rodés as Director by the cooptation proceeding for the Board of Directors.
 - 7.2. Approval, if the case, of the appointment of Mr. Richard Pace as Director by the cooptation proceeding for the Board of Directors.

Points related to the By-laws:

8. Amendment of the Company By-laws for purposes of Article 15 adopting it to the change introduced in the Law of Capital Companies by Law 1/2010 of June 22 on the simplification of the obligations of information and documentation of mergers and spin-offs of capital companies with regard to Article 173 of the Law of Capital Companies.

Points related to General Matters:

- 9. Delegation of Powers
- 10. Qs and As
- 11. Drafting, reading and approval, if the case, of the minutes of the meeting.

Right of Attendance

The holders of at least a number of shares that is equivalent to one-thousandth of the share capital that has inscribed their shares five (5) days prior to that on which the General Meeting is to be held and that meet the remaining requisites required by the By-laws shall be entitled to attend the General Meeting.

This right to attend may be delegated in accordance with that established on this subject in the Law of Capital Companies and in the By-laws.

In the event that on the date foreseen for holding the meeting, the State of Emergency, declared by the Government of Spain by means of Royal Decree 436/2020 of March 14 which declared a state of emergency for the management of the health crisis caused by COVID-19, continued the Company shall establish a system for attendance by video or by multiple telephone conference under the terms provided in Royal Decree-law 8/2020 of March 17 on extraordinary urgent measures to face the economic and social impact of COVID-19. The shareholder who wishes to attend by these means shall inform the Company, fulfill the requisites require in the previous sections and request the information for attendance by sending an electronic mail to the address



<u>accionistas@antevenio.com</u> with a copy to <u>legal@antevenio.com</u>, from which they will be provided with all the instructions regarding the platform, technical requirements and other information that is needed in order to exercise their right to attend the Meeting.

Right of Representation

Every shareholder who is entitled to attend may be represented at the General Meeting under the terms provided in the Law of Capital Companies and in the By-laws.

The representation shall be granted in writing specifically for each Meeting. In any case, they cannot have more than one representative at the Meeting.

The representation may always be revoked and personal attendance at the Meeting by the represented shareholder will be deemed a revocation of the representation.

When it is granted by means of long-distance communication, the representation granted only will be validly revoked by means of postal correspondence, thereby sending to the domicile established for the holding of the meeting, the attendance card sent by the depository entity, duly signed and completed by the shareholder or by means of the form that the Company has on its website(www.antevenio.com) for proxy voting and long-distance voting.

In order to be valid, the representation, granted or communicated in conformity with that previously established, shall have to be received by the Company 24 hours prior to the third day prior to that foreseen for the holding of the meeting on first call.

In the event that on the date foreseen for holding the meeting, the State of Emergency, declared by the Government of Spain by means of Royal Decree 436/2020 of March 14 which declared a state of emergency for the management of the health crisis caused by COVID-19, continued, the representation granted in a duly signed document and sent by the shareholder together with their National Identification document (DNI/NIE) or equivalent document to the e-mail address accionistas@antevenio.com with a copy to the e-mail address legal@antevenio.com with the same requirements and the same time period set forth in the previous paragraphs, clearly indicating the e-mail address to which the response must be sent, shall be deemed valid.

Right to Information

The shareholders may from the time of the publication of this call until the holding of the General Meeting (i) examine at the corporate domicile the full text of all the documents that have to be submitted for approval at the Meeting referred to in this section; (ii) obtain from the Company immediately and gratuitously the sending or delivery of all the documents referred to in this section as well as (iii) consult the indicated documents on the webpage of the Company (www.antevenio.com).

In the event that at the time of the publication of this call and during the entire period until the holding of the meeting the State of Emergency, declared by the Government of Spain by means of Royal Decree 436/2020 of March 14, which declared a state of emergency for the management of the health crisis caused by COVID-19, continued,



the shareholders may obtain from the Company by telematic means at the e-mail address which is established for such purpose, the sending or delivery of all the documents referred to in this section as well as consult the indicated documents on the Company webpage, (www.antevenio.com).

In order to obtain said documents by means of e-mail the shareholder shall present a request together with their National Identification Document (DNI/NIE) or equivalent document together with the attendance card sent by the depository entity, which is duly signed and completed by the shareholder, to the e-mail address accionistas@antevenio.com with a copy to the e-mail address legal@antevenio.com, thereby clearly indicating the e-mail address to which the response must be sent.

Said documents are as follows:

- The annual individual accounts of Antevenio, S.A: and the consolidated accounts of the Antevenio Group corresponding to the financial year closing on December 31, 2019.
- 2. The auditor's reports of the individual accounts of Antevenio S.A. and the consolidated accounts of the Antevenio Group corresponding to the financial year closing on December 31, 2019.
- 3. The Individual Management Report and the Consolidated Management Report corresponding to the financial year closing on December 31, 2019.
- 4. The notice of the Call.
- 5. The proposed Resolutions on the points set forth on the agenda of this Call of the Ordinary General Meeting of Shareholders.
- 6. The form of the attendance card and the proxy form as well as that of long-distance voting for the Ordinary General Meeting of Shareholders.

It is expressly noted that until the seventh natural day prior to that on which the Meeting is to be held, the shareholder may request from the Board of Directors, in regard to the matters on 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 while the formal requisites described in the previous paragraphs.

Likewise, during the holding of the Ordinary General Meeting, the shareholders of the Company may verbally request the information or clarifications that they deem appropriate concerning the matters on the agenda.

Supplement and Proposals

Shareholders who represent at least five (5%) of the share capital may request that a supplement to the Call, including one or more of the points on the agenda, be published.



The exercise of this right must be performed by means of a verifiable notice that must be received at the corporate domicile of the Company within five (5) days following the publication of this call. The supplement to the Call must be published as a minimum 15 days prior to the date set for the meeting of the Ordinary General Meeting of Shareholders.

In the event that on the date foreseen for receiving verifiable notice, the State of Emergency, declared by the Government of Spain by means of Royal Decree 436/2020 of March 14, which declared a state of emergency for the management of the health crisis caused by COVID-19, continued the shareholders, who represent at least 5% of the share capital, must send verifiable notice under the terms referred to in the previous paragraph, including the documents duly signed and sent by the shareholder(s) together with their National Identification Document (DNI/NIE) or its equivalent to the e-mail accionistas@antevenio.com with copy to the e-mail address legal@antevenio.com with the same requirements and the same period set forth in the previous paragraphs, indicating with clarity the e-mail address to which the response must be sent.

The aforementioned is understood notwithstanding the right of any shareholder during the General Meeting to present alternative proposals or raise other points that do not need to appear included on the agenda under the terms provided in the Law of Capital Companies.

Right to Vote

The shareholders, entitled to attend may cast their vote on the proposals related to the points on the agenda by delivery or postal correspondence. They must ensure the attendance card and vote, duly signed together with, if the case the voting form for such purpose made available by the company on its website, reaches the company at said address for the holding of the meeting. In order to be valid, the vote cast by means of delivery or postal correspondence must be received by the Company 24 hours prior to the third day prior to that foreseen for the holding of the General Meeting on first call.

In the event that on the date foreseen for holding the meeting , the State of Emergency, declared by the Government of Spain by means of Royal Decree 436/2020 of March 14 which declared a state of emergency for the management of the health crisis caused by COVID-19, continued, the representation granted in a duly signed document and sent by the shareholder together with their National Identification document (DNI/NIE) or equivalent document to the e-mail address accionistas@antevenio.com with a copy to the e-mail address legal@antevenio.com with the same requirements and the same time period set forth in the previous paragraphs, clearly indicating the e-mail address to which the response must be sent, shall be deemed valid.

Likewise, the shareholders are informed that the vote issued long-distance shall remain without effect by subsequent and express revocation within the period established for casting and performed by the same means for voting and assistance at the General



Meeting of Shareholders that had been used as well as for the disposal of shares of which the Company has knowledge. Similarly, shareholders who have cast their vote long-distance shall be deemed present for purpose of the constitution of the General Meeting.

Date for holding the meeting

The shareholders are informed that the required quorum is expected to be met on the first call for which foreseeable the Ordinary General Meeting of Shareholders will be held on first call on the day and at the place and hour stated previously.

This notice is published simultaneously in the Official Gazette of the Mercantile Registry and on the Company webpage (www.antevenio.com).

In Madrid, May 14, 2020, President of the Board of Directors, Fernando Rodés Vilà.