



## **GREENERGY RENOVABLES, S.A.**

### **Notice of General Meeting of Shareholders**

The Board of Directors of the Company has agreed to convene a General Meeting of Shareholders, to be held, upon first notice, on 17 June 2019, at 12 pm, at the registered office, located at Calle Rafael Botí, number 2, Madrid (Moncloa-Aravaca District), and upon second notice, one day later, on 18 June 2019, at the same time and location, in order to discuss and, if deemed expedient, decide on the items included in the agenda, as specified below:

#### **Agenda**

- First.-** Review and approval, if deemed appropriate, of the Annual Accounts (including the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) and of the Company's Management Report for Fiscal Year ending 31 December 2018.
- Second.-** Review and approval, if deemed appropriate, of the Consolidated Annual Accounts (including the Consolidated Balance Sheet, the Consolidated Profit and Loss Account, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the Consolidated Annual Report) and of the Consolidated Management Report of the Company and its subsidiaries, for Fiscal Year ending 31 December 2018.
- Third.-** Review and approval, if deemed appropriate, of the proposed appropriation of profit of the Company for Fiscal Year ending 31 December 2018.
- Fourth.-** Review and approval, if deemed appropriate, of the Board of Directors' corporate management for Fiscal Year ending 31 December 2018.
- Fifth.-** Appointment or re-election of the Company's auditors in charge of reviewing the financial statements of the Company and of its consolidated group.
- Sixth.-** Granting of powers to the Board of Directors so that they may make any arrangements required to apply for the listing of the Company's shares for trading in the stock exchanges of Madrid, Barcelona, Bilbao and/or Valencia, through the Stock Exchange Interconnection System. The powers granted to the Board of Directors expressly include powers of substitution.
- Seventh.-** Capital increase by an amount of four million eight hundred and sixty-one thousand two hundred and forty-four Euros with twenty cents (€ 4,861,244.20), out of voluntary reserves, by increasing the par value of the shares from EUR 0.15 to EUR 0.35 per share, i.e., by EUR 0.20 per share. Accordingly, modification of article 6<sup>º</sup> of the Articles of Association. Granting of powers.



- Eighth.-** Authorisation given to the Company's management body to potentially acquire or dispose of essential assets of the Company, or to contribute the same to a different company, according to section 160.1.f) of the Joint Stock Companies Act.
- Ninth.-** Authorisation given to the Company or its subsidiaries to acquire, in one or several times, treasury stock in accordance with the provisions of section 146 of the Joint Stock Companies Act. Revocation of previous authorisations.
- Tenth.-** Granting power of attorney so that the resolutions adopted in this meeting may be formalised, interpreted, corrected, implemented and registered, as the case may be.
- Eleventh.-** Drawing up, reading and, if deemed appropriate, approval of the minutes of the Meeting.

Information right:

Pursuant to the provisions of section 272 of the Joint Stock Companies Act, shareholders may access, immediately and free of charge, the full documentation relating to the Company's and its Consolidated Group's Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report of the Company and its Consolidated Group), as well as the Management Reports and the Auditors' Report prepared by the Company's Auditors, both for individual and consolidated accounts, in respect of Fiscal Year ending 31 December 2018, the resolution proposals approved by the Board of Directors in connection with the items on the agenda, and the Report of the Board of Directors concerning the seventh item on the Agenda and the Report of the Audit Committee in relation to the fifth item. Shareholders may exercise their information right by directly inspecting the aforesaid documentation at the registered office, or by having it delivered or shipped to them, free of charge.

In addition, pursuant to section 197 of the Joint Stock's Company Act, shareholders may request directors, up to seven days prior to the date on which the meeting is to be held upon first notice, to provide them with such information or explanations as they may deem expedient, or to submit such questions in writing as they may deem appropriate, in connection with any items on the agenda. Directors must provide such information in writing prior to, and including, the date of the General Meeting.

In this respect, all documents relating to the General Meeting of Shareholders may be inspected on the Company's corporate website, [www.greenergy.eu](http://www.greenergy.eu), under "Investors" (Inversores) and, within this page, under "Meetings of Shareholders" (Juntas de Accionistas).

As of the date of this notice convening the General Meeting of Shareholders, shareholders owning at least 5% of the Company's share capital may request that a supplement to the notice of General Meeting be published, including one or several additional items on the Agenda. This right may be exercised by sending a written request to the Company, to be received at its registered office within five days of publication of this notice of meeting.



Right of attendance:

Pursuant to the provisions of section 17 of the Articles of Association, the General Meeting of Shareholders may be attended by all shareholders registered as such in the Company's relevant book-entry ledger at least five days prior to the date of the Meeting, as evidenced by the relevant attendance card, by a certificate delivered by a depository institution that is a member of IBERCLEAR Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., or by any other means admitted by current legislation. Any shareholders who are entitled to attend this General Meeting may be represented thereat by any other person. The proxy must be given in writing and must be specifically granted for each General Meeting.

Madrid, 10 May 2019. The Secretary of the Board of Directors, Mr. Florentino Vivancos Gasset.