

Pursuant to the provisions of Article 228 of Royal Legislative Decree 4/2015 of October 23 approving the recast Spanish Securities Market Act, Renta 4 Banco, S.A. ("**Renta 4**" or the "**Company**") hereby gives notice of the following

#### **SIGNIFICANT EVENT**

The Board of Directors of Renta 4 has agreed to call an Ordinary General Shareholders' Meeting of the Company, to be held in Madrid at its registered address, Paseo de la Habana, 74 (28036), on April 27, 2018 at 13:00 h, on first call, and at the same time and place on the following day, April 28, 2018, on second call. The General Meeting is expected to be held on first call.

The full text of the notice convening the meeting and the full text of the resolutions proposed by the Board of Directors are attached as Annexes I and II, respectively.

Madrid, March 22, 2018

Mr Juan Carlos Ureta Domingo

Chairman of Renta 4 Banco, S.A.

**RENTA 4 BANCO, S.A.**

**NOTICE CONVENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Following a resolution by the Board of Directors of Renta 4 Banco, S.A. (the “**Company**” or “**Renta 4**”), shareholders are hereby called to the Ordinary General Meeting of the Company, to be held at its registered address, Paseo de la Habana, nº 74, Madrid, on April 27, 2018 at 13:00 h, on first call, or at the same time and place on the following day, on second call. The General Meeting of Shareholders is expected to be held on first call.

The General Meeting will be held pursuant to the following

**AGENDA**

**I. Items relating to the financial statements, proposed profit distribution and conduct of business**

*Examination and approval, where appropriate, of the Financial Statements (Balance Sheet, Income Statement, Statement of changes in equity during the year and Statement of cash flows, and the Notes thereto), Management Reports and Reports by the auditors for the fiscal year 2017, of the Company and also of its consolidated group.*

*Examination and approval, where appropriate, of the Company’s proposed profit distribution for the fiscal year 2017.*

*Examination and approval, where appropriate, of conduct of business by the Company’s Board of Directors in the fiscal year 2017.*

**II. Items concerning the Board of Directors**

*Appointment and/or re-election of directors.*

*4.1. Re-election of Mr Francisco García Molina as Company director.*

*4.2. Re-election of Fundación Mutualidad Abogacía (formerly known as Fundación Obra Social de la Abogacía) as director of the Company.*

**III. Items concerning the remuneration of Company Directors**

*Establishment of the maximum annual amount of remuneration for the directors in their capacity as such.*

*Cancellation of the incentive plan approved by the General Meeting on April 28, 2017.*

*Approval of the Directors’ Remuneration Policy.*

*Voting, for consultation purposes, on the Annual Report on the Remuneration of the Directors of Renta 4, Banco, S.A. in 2017.*

**IV. Items concerning internal corporate governance documents**

*Information for the General Meeting on the amendment of certain articles of Board Regulations.*

## **V. Items concerning authorization and delegation to the Board of Directors**

*Authorization for the acquisition of treasury shares, either directly or through Group companies.*

*Approval of the special notice convening Extraordinary General Meetings in the terms of Article 515 of Spain's Capital Enterprises Act.*

*Delegation of authorization to place on public record and register, where applicable, the resolutions set out in the minutes of proceedings, and to file the financial statements as required.*

### **RIGHT TO ADD TO THE AGENDA AND TO PRESENT PROPOSED RESOLUTIONS**

Pursuant to the provisions of Article 519 of Royal Legislative Decree 1/2010 of July 2 approving Spain's recast Capital Enterprises Act (the "**Capital Enterprises Act**"), shareholders representing at least three per cent of the share capital of the Company may request that a supplement to the notice convening the meeting be published, adding one or more items to the Agenda, provided that the new items are accompanied by a statement of grounds or, where appropriate, by a justified proposed resolution. This right must be exercised by a means of reliable notification and must be received at the Company's registered address within five days of publication of the notice convening the meeting. The supplement to the notice convening the meeting must be published at least fifteen days prior to the date established for the General Meeting.

Shareholders representing at least the same percentage of the Company's share capital as stipulated in the preceding paragraph may, within the same timeframe and in the same manner as indicated in said paragraph, present well-grounded proposals on items that are already on the Agenda or that should be added to the Agenda of the General Meeting as convened. These proposals, along with any documentation attached thereto, will be published continuously on the Company's website as they are received, for the purposes of dissemination to shareholders.

### **RIGHT TO ATTEND**

Pursuant to Article 22 of the Company's Bylaws and Article 13 of its General Meeting Regulations, the General Meeting may be attended, with the right to take part in discussions and speak and vote, by all parties holding one or more shares with voting rights entered in their name in the accounting registers five days before the date on which the General Meeting is scheduled to be held, accredited thus by production at the registered address of the certificate of legitimation or the attendance, proxy and remote voting card issued by the Company, or in any other way accepted by the legislation in force.

### **RIGHT TO PROXY REPRESENTATION, DELEGATION AND REMOTE VOTING**

#### **Right to proxy representation**

Pursuant to the provisions of Article 23 of the Company's Bylaws and Article 14 of its General Meeting Regulations, shareholders entitled to attend may delegate their representation to a proxy, who need not be a shareholder. With the exception of the scenarios specifically

contemplated in Articles 187 and 522 of the Capital Enterprises Act, proxy representation must be in writing and specifically issued for this Ordinary General Meeting.

The proxy may represent as many shareholders as requested of the proxy, with no restrictions. In addition, the proxy may cast votes either in favor of or against an issue, depending on the instructions given by each shareholder.

Such right of representation must be exercised in accordance with the provisions set out in the regulations applicable and on the Company's corporate website.

Proxy authorization may be revoked at any time. Attendance of the General Meeting, either by the shareholder in person or through remote voting, entails the revocation of any delegation of representation, regardless of its date.

The Chairman and Secretary to the General Meeting will have the broadest powers to acknowledge the validity of the document or medium accrediting the proxy.

The proxy may exercise the right to representation by presenting the attendance, proxy and remote voting card, duly completed and signed, on the day of the General Meeting.

The shareholder may also notify the Company prior to the General Meeting of exercise of the right to proxy representation, by means of: i) personal delivery of the attendance, proxy and remote voting card, duly completed and signed, at the registered address of the Company; ii) dispatch by post of the attendance, proxy and remote voting card, duly completed and signed, to the registered address of the Company; or iii) e-mail communication to the Company at [relacionesinversores@renta4.es](mailto:relacionesinversores@renta4.es), with electronic signature validated by a official national certification body in accordance with Act 59/2003 on Electronic Signatures, accompanied by a non-modifiable electronic copy of the attendance, proxy and remote voting card, duly completed and signed.

Shareholders must make these communications at least five days prior to the General Meeting.

The procedure for exercise of the right to proxy representation is set out in the *Document on the means and procedures to confer representation at the General Meeting and for exercise of remote voting*, which is available on the Company's website.

In accordance with Articles 523 and 526 of the Capital Enterprises Act, it is stipulated that the following may be involved in a situation of conflict of interest: (i) the Chairman of the Board of Directors and any other member of the Board of Directors with respect to items Three, Four, Five, Six and Seven on the Agenda, and (ii) members of the Board of Directors affected, as the case may be, by the scenarios stipulated in sections b) and c) of Article 526.1 of the Capital Enterprises Act that may arise beyond the agenda.

In connection with any of the above, the representation will be understood to have been granted, if the party represented has not issued any specific voting instructions to the Secretary to the General Meeting.

### **Proxy voting and remote voting**

Shareholders may notify the Company, prior to the General Meeting, of exercise of the right to proxy representation, and cast their vote on proposals concerning items on the Agenda in writing by means of:

- i. Delivery in person of the attendance, proxy and remote voting card received from the depositaries or, as appropriate, the specimen card on the Company's corporate website, duly completed and signed, in the "Proxy" section or, as appropriate, the "Remote voting" section, at the Company's registered address (Paseo de la Habana, 74 -28036- Madrid);
- ii. Dispatch by post of the attendance, proxy and remote voting card, received from the depositaries or, as appropriate, the specimen card on the Company's corporate website, duly completed and signed in the "Proxy" section or, as appropriate, the "Remote voting" section, to the Company's registered address (Paseo de la Habana, 74 -28036- Madrid); or
- iii. E-mail communication to the Company at [relacionesinversores@renta4.es](mailto:relacionesinversores@renta4.es), with electronic signature validated by a official national certification body in accordance with Act 59/2003 on Electronic Signatures, accompanied by a non-modifiable electronic copy of the attendance, proxy and remote voting card, duly completed and signed.

Shareholders must make these communications at least five days prior to the date scheduled for the General Meeting.

Otherwise, such voting or representation will be assumed to have not been granted, notwithstanding the Chairman's power to accept any votes and proxy representations subsequently received.

Any vote cast remotely will be void:

- a) When it is subsequently revoked specifically by the same means as those used for issuing the vote and within the period established for such revocation.
- b) Due to attendance in person at the meeting of the shareholder who cast the vote.

The procedure for remote voting is also set out in the *Document on the means and procedures to confer representation at the General Meeting and for exercise of remote voting*, which is available on the Company's website.

Shareholders voting remotely will be deemed present for the purposes of quorum of the General Meeting.

### **ONLINE SHAREHOLDER FORUM**

In accordance with Article 539.2 of the Capital Enterprises Act, as of the date of publication of this notice to the end of the day before the date scheduled for the General Shareholder's Meeting, the corporate website hosts an Online Shareholder Forum which will be accessible to individual shareholders and to any voluntary syndicates incorporated and registered in the Special Registry for such purpose at the Spanish Securities Market Commission (CNMV), for the purposes of communication ahead of the General Meeting. Proposals that are intended for submission as a supplement to the Agenda announced in the notice convening the meeting, requests for adherence to such proposals, initiatives to reach the percentage required to exercise a minority right as stipulated in law, as well as offers and requests for voluntary representation, may all be posted on the Forum.

The rules of operation of the Forum are available on the Company's website.

## RIGHT TO INFORMATION

For the purposes of the provisions of Articles 197, 272, 518, 520 and concordant articles of the Capital Enterprises Act, shareholders are hereby informed that they are entitled to examine and consult the following documents, at the registered address of the Company at Paseo de la Habana, 74 (28036) Madrid, and continuously on its corporate website, and also to request they be furnished or sent to them free of charge:

- The full text of this notice convening the General Meeting.
- The total number of shares and voting rights at the date on which the notice convening the General Meeting is issued.
- The complete texts of the proposed resolutions for each and every point on the agenda submitted by the Board of Directors for approval by the General Meeting or, in relation to items that are merely informative, a report from the competent bodies on each of the items and, as the case may be, the supplement to the notice convening the meeting, and any proposed resolutions presented by shareholders.

Also, in connection with items on the agenda relating to the financial statements, the discharge of directors and appointment of the auditor:

- The Financial Statements (Balance Sheet, Income Statement, Statement of changes in equity during the year and Statement of cash flows, and the Notes thereto), Management Reports and Reports by the auditors for the fiscal year 2017, of the Company and also of its consolidated group.
- 2017 Annual Corporate Governance Report.

With regard to the items on the agenda referring to authorizations given to the Board of Directors:

- Board reports in connection with the re-election of directors, and reports by the Appointments and Remuneration Committee, in addition to, as the case may be, proposals by the Appointments and Remuneration Committee.
- Information on directors proposed for re-election at the General Meeting.

In relation to the items on the agenda regarding the remuneration of Company directors:

- Report on the advisability of cancelation of the Incentive Plan approved by the General Meeting of April 28, 2017.
- The Directors' Remuneration Policy, a specific report in this regard by the Appointments and Remuneration Committee and the motivated proposal by the Board of Directors.
- Annual Report on the Remuneration of the Directors of Renta 4 Banco, S.A. for 2017.

In relation to the items on the agenda concerning internal corporate governance documents:

- Report by the Board of Directors on the partial amendment to Board Regulations.
- Text of Board Regulations.

Finally, in general:

- Audit and Control Committee report on the independence of the auditor.
- Reports on the functioning of the Audit and Control Committee and the Appointments and Remuneration Committee.

- Audit and Control Committee report on related-party transactions.
- Specimen attendance, proxy voting and remote voting card.
- Information on communication channels between the Company and shareholders in order to gather information or make suggestions.
- Methods and procedures for appointing a proxy at the General Meeting and for exercise of remote voting.
- Operating rules for the Online Shareholder Forum.

Pursuant to the provisions of Articles 197 and 520 of the Capital Enterprises Act, shareholders are hereby informed that they may issue a request to the directors, as of publication of this notice convening the meeting and up to the fifth day prior to that scheduled for the General Meeting, or verbally during the meeting, for any information or clarifications they deem necessary in relation to the items on the Agenda, or draw up any queries they deem relevant in writing. Shareholders may also request in writing within the same time frame any clarifications they consider necessary in relation to any public information that the Company may have disclosed to the Spanish Securities Market Commission (CNMV) since the date of the preceding General Meeting, and regarding the auditor's report.

All requests for documentation and/or information must include the full name of the shareholder or corporate name and state the number of shares held by them, and must be made (i) by personal delivery of the written request, or dispatch by post to the registered office of the Company (Paseo de la Habana, nº 74, 28036, Madrid); or (ii) by e-mail to: [relacionesinversores@renta4.es](mailto:relacionesinversores@renta4.es), or (iii) by means of a verbal request at the General Meeting.

#### **PROTECTION OF PERSONAL DATA**

Pursuant to the applicable rules on protection of personal data (Organic Act 15/1999 of December 13 on Protection of Personal Data), shareholders are hereby informed of the existence of a file or automated processing, containing personal data provided by any shareholders or banks, broker-dealers and securities in which the shareholders have deposited their shares, through the entity legally authorized to keep the entry-book registry, IBERCLEAR, in connection with the General Meeting, in addition to any data arising therefrom. The sole purpose of this file or automated processing is to manage and administer the shareholders' data and, where appropriate, their proxies' data in connection with the General Meeting of Shareholders of the Company.

Shareholders or their proxies may exercise, in accordance with the provisions of the Law, the right to access, rectification, cancellation and opposition in connection with the data contained in this file by means of appropriate notification (which shall include the identification details of the holder of such rights by means of a photocopy of the national identity card) at the following address: Renta 4 Banco, S.A., Paseo de la Habana núm. 74, 28036 Madrid.

Renta 4 Banco, S.A., in its capacity as Data Controller, hereby states that any security measures required by law have been adopted in its premises, systems and files, thus ensuring the confidentiality of personal data, except in cases in which such data must be provided as required by law or by judicial or administrative order.

**GENERAL INFORMATION**

For any further information or clarification, shareholders may contact the Shareholder Service Office, using the following methods:

- By post to the registered office: Paseo de la Habana, nº 74, 28036, Madrid.
- E-mail: [relacionesinversores@renta4.es](mailto:relacionesinversores@renta4.es)
- Via the Company's website:

On the day of the General Meeting, a Shareholder Service Office will also be set up at a visible location within the premises at which the meeting is held, to address any queries and doubts that shareholders may have.

All references made herein to the corporate website are understood to refer to [www.renta4banco.com](http://www.renta4banco.com).

**Shareholders are hereby informed that the General Meeting is expected to be held on first call.**

Madrid, March 22, 2018

Chairman of the Board of Directors

Mr Juan Carlos Ureta Domingo

**Renta 4 Banco, S.A.**