



NOTICE OF EXTRAORDINARY GENERAL MEETING  
GIGAS HOSTING, S.A.

22 March 2018

Pursuant to article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse and article 228 of the Consolidated Text of the Securities Market Act (texto refundido de la Ley del Mercado de Valores ) approved by Royal Legislative Decree 4/2015, of 23 October, and related provisions, and Circular 15/2016 of the Mercado Alternativo Bursátil (the Spanish Alternative Equity Market, or "MAB") on disclosures required by growth companies, Gigas Hosting, S.A. ("GIGAS" or the "Company") hereby notifies price-sensitive information to the market regarding the call of the Extraordinary General Meeting of Shareholders at the Company's registered office (Av. De Fuencarral, 44, edificio 1, 28108, Alcobendas, Madrid) for 23 April 2018 at 4:00pm at first call, or 24 April at second call, at the same venue and time.

According to the accompanying call notice and agenda, a proposal will be laid before shareholders to approve the issue of convertible bonds related to the financing arranged with INVEREADY CONVERTIBLE FINANCE I FCR, as previously disclosed by the Company in a price-sensitive information disclosure dated 6 December 2017.

Alcobendas (Madrid), 22 March 2018,

Diego Cabezudo Fernández de la Vega  
Chief Executive Officer  
GIGAS HOSTING, S.A.

## **GIGAS HOSTING, S.A.**

### **Call of Extraordinary General Meeting**

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Pursuant to the resolutions adopted by the Board of Directors of Gigas Hosting, S.A. (the "**Company**") at its meeting of 12 March 2018, an Extraordinary General Meeting of the Company's shareholders is called, to be held in Alcobendas, Madrid, at the Company's registered address (Av. De Fuencarral, 44, edificio 1, 28108, Alcobendas, Madrid), on 23 April 2018, at 4:00pm at first call, or 24 April, at second call, at the same time and place, with the following:

#### **AGENDA**

- One.-** Approval, as appropriate, of the issue of convertible or exchangeable bonds for shares of the Company in a maximum principal amount of EUR 2,500,000, plus a maximum of EUR 374,681,52 of capitalisable interest, with the exclusion of pre-emptive subscription rights, authorising the Board of Directors, with powers of substitution, to establish the limits of part of the issue and its execution; and approval, as appropriate, of the increase in capital in the amount necessary based on the requests for conversion under the framework of the issue, and the authorisation of the Board of Directors, with powers of substitution, to execute the agreed capital increase, at one or several times, according to the requests submitted.
- Two.-** Drafting, reading and approval, as appropriate, of the minutes.

#### **SUPPLEMENTARY NOTICE OF MEETING**

Pursuant to articles 172 of the consolidated text of the Spanish Companies Act (texto refundido de la Ley de Sociedades de Capital) approved by Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies Act**"), 8 of the Company's Articles and 6 of the General Meeting Regulations, shareholders representing at least five percent of the share capital may request the publication of a supplementary notice of meeting to include additional agenda items. This right must be exercised by service of notification by a reliable method received at the registered office within five working days of the date of publication of this notice.

#### **RIGHT TO INFORMATION**

Shareholders are hereby informed that, from the publication of this notice of meeting, they have the right to examine and obtain at the registered office or request delivery of copies, free of charge, of the following documents:

- (i) the full text of the proposed resolutions included in the agenda to be submitted by the Board of Directors for approval at the General Meeting;
- (ii) the report of the Company's Board of Directors in compliance with articles 286, 297.1.a), 414.2 and 417.2.a) of the Spanish Companies Act regarding agenda item one (the "**Board of Directors' Report on the Issue**"); and
- (iii) the reported issued by Auren Auditores SP, S.L.P., as the statutory auditor appointed by the Madrid Mercantile Register (Registro Mercantil) at the Company's request to comply with articles of 414.2 and 417.2 of the Companies Act regarding agenda item one.

In accordance with articles 197 of the Spanish Companies Act, 10 of the Company's Articles and 8 of the General Meeting regulations, shareholders may, from the day of publication of the notice of the General Meeting until the seventh day before the meeting is to be held at first call, request, in writing, any information or clarification or submit any questions they deem necessary regarding the items on the agenda. Also, in the same form and in the same time, shareholders may request information or clarification on publicly available information provided by the Company to the regulator of the Mercado Alternativo Bursátil (the Spanish Alternative Equity Market, or "MAB") from the date the latest General Meeting was held.

These requests for information may be made, following accreditation of shareholder status, by delivery the request to the registered address, by post to the Company's registered address, or e-mail to [accionista@gigas.com](mailto:accionista@gigas.com). Whatever the means used to issue the requests for information, the request of the shareholder must include the shareholder's full name, and evidence of the shares owned, so that the information can be checked against the list of shareholders and the number of shares in the shareholder's name provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.

The information requested by shareholders shall be provided via the same means as the corresponding request, unless the shareholder indicates another means from among those deemed suitable according to this article. In any event, directors may issue the information via certified mail with acknowledgement of receipt or burofax.

## **RIGHT OF ATTENDANCE AND REPRESENTATION**

In accordance with articles 9 and 11 of the General Meeting Regulations, any shareholders appearing on record as shareholders in the corresponding register of book entries five (5) days in advance of the date scheduled for the meeting may attend. This may evidenced by the pertinent attendance card or certificate issued by one of the legally authorised entities or any other manner permitted by law. Legal person shareholders must accredit sufficient authority evidencing the powers of the natural person on behalf of which they are exercising their right of attendance.

All shareholders entitled to attend a General Meeting may be represented at the General Meeting by another person, who need not be a shareholder. Proxies must be granted in writing or by the remote means of communication specified below, and

issued especially for each General Meeting. The latter requirement shall not apply when the proxy holder is the spouse, ascendant or descendant of the represented person, nor when the proxy holder has a general power of attorney conferred by public document with powers to administer all the assets of the principal in national territory. No shareholder may be represented by more than one proxy at a General Meeting.

Proxies issued by remote means of communication shall only be valid by post if (i) the attendance card issued by the depository entity is duly signed and completed by the shareholder; or (ii) the attendance card prepared by the Company, also duly signed by the shareholder and accompanied by certification from the depository entity, are mailed to the registered address. Legal person shareholders must also accredit sufficient authority evidencing the powers of the natural person issuing the remote vote by proxy.

Shareholders with right to attend and vote may cast their vote on any proposals related to agenda items using the following remote communication means:

- a) By post, sending to the Company the attendance card and ballot issued by the entity(s) overseeing the registration of book-entries or the depository entities, duly signed and completed, or by other written means that, in the opinion of the Board of Directors in a prior resolution adopted and published, allows the identity of the shareholder exercising their right vote to be duly verified.
- b) By other electronic means, attaching an electronic copy of the attendance card and vote, provided the electronic document through which the right to vote is exercised includes a legally recognised electronic signature used by the proxy issuer, or other type of electronic signature considered suitable by the Board of Directors, based on a previous resolution adopted and published, that provides sufficient guarantees of authenticity and identification of the shareholder exercising their right to vote.

To be valid, votes cast by these systems must be received by the Company at least 24 hours before the date scheduled for the General Meeting at first call. The Board of Directors may specify a shorter period for the receipt of remote votes.

Proxies issued by a shareholder before the shareholder casts their remote vote shall be deemed revoked. Those granted after shall be deemed as not made. Personal attendance to the General Meeting by the shareholder issuing a proxy shall render the proxy null and void.

Any vote cast through remote means will be invalidated by subsequent and express revocation, within the period established for voting and using the same means for the vote or by attendance to the General Meeting of the shareholder issuing the vote.

## **CORPORATE TRANSACTIONS**

Shareholders are hereby informed, as provided for in the Board of Directors' Report on the Issue, that at least one corporate transaction, as defined in the Board of Directors' Report on the Issue, is expected to be arranged and completed in the first half of 2018.

**Shareholders are notified that the General Meeting is scheduled to be held, at first call; i.e. on 23 April 2018 at 4:00pm.**

In Alcobendas (Madrid), on 22 March 2018, this notice of meeting, to be published on the same date on the Company's website <https://gigas.com junto con el resto de documentación complementaria a la convocatoria>, is signed by

**Moisés Israel Abecasis**  
**Chairman of the Board of Directors**