



## **SIGNIFICANT EVENT COMMUNICATION**

### **To the National Securities Market Commission**

In accordance with the provisions of article 17 of the Regulation (EU) No 596/2014, of the European Parliament and of the Council of 16 April 2014 on market abuse, and pursuant to the provisions of article 228 of the consolidated text of the Securities Market Act approved by the Royal Legislative Decree 4/2015, of 23 October, Audax Renovables, S.A. (the “**Company**”) informs of the following:

### **SIGNIFICANT EVENT**

We hereby inform that the ordinary general meeting of shareholders of the Company held today, on 29 April 2019, at 12:00 o’clock at noon on first call, has approved, by the majorities indicated below, each and every resolution included in the Agenda proposed to the Shareholders in the announcement published on the corporate website ([www.audaxrenovables.com](http://www.audaxrenovables.com)) on 27 March 2019 and in the journal El Economista on 28 March 2019 and communicated to the National Securities Market Commission on 27 March 2019 (significant event registered under number 276456), on the terms specified in the documents sent and made available to the Shareholders from 27 March 2019 on the Company’s website.

Below there is a transcription of the resolutions adopted by the ordinary general meeting of shareholders of the Company:

### **“RESOLUTIONS**

**1. Examination and approval of the individual annual accounts and of the individual directors’ report for the financial year ended on 31 December 2018.**

To approve the Company’s individual annual accounts for the financial year ended on 31 December 2018, comprised of the balance sheet, the income statement, the statement of changes in the net equity, the cash flow statement and the notes to the financial statements, all of them in the ordinary form, as drawn up by the board of directors and verified by the Company’s accounts auditor whose opinion is stated in the auditor’s report.

Moreover, to approve the individual director’s report for the financial year ended on 31 December 2018, as drawn up by the board of directors, as well as the management performed by the board of directors throughout the financial year ended on 31 December 2018.

The individual annual accounts and the directors’ report were made available to the shareholders both at the Company’s headquarters and on the Company’s website in advance of the announcement calling the shareholders’ meeting.



This resolution was passed with votes in favour from 99,672,742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

**2. Allocation of profit or loss for the financial year ended on 31 December 2018.**

According to the approved individual income statement, in the financial year ended on 31 December 2018 the Company obtained a profit in the amount of EUR 19,975,375 which should be allocated in the way proposed by the board of directors, i.e. as follows:

- To the legal reserve: EUR 1,997,537.5
- To compensate negative reserves: EUR 17,977,837.5

This resolution was passed with votes in favour from 99,672,742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

**3. Examination and approval of the consolidated annual accounts and the consolidated directors' report for the financial year ended on 31 December 2018.**

To approve the consolidated annual accounts of the Company for the financial year ended on 31 December 2018, comprised of the balance sheet, the income statement, the statement of changes in net equity, the cash flow statement and the notes to the financial statements, as drawn up by the board of directors and verified by the Company's accounts auditor whose opinion is stated in the auditor's report.

To approve the consolidated directors' report for the financial year ended on 31 December 2018, as drawn up by the board of directors.

The consolidated annual accounts were made available to the shareholders both at the Company's headquarters and on the Company's website in advance of the announcement calling the shareholders' meeting.

This resolution was passed with votes in favour from 99,672,742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

**4. Approval of the management performed by the Board of Directors throughout the financial year ended on 31 December 2018.**

To approve the management performed by the members of the board of directors throughout the financial year ended on 31 December 2018.

This resolution was passed with votes in favour from 99,672,742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.



**5. Consultative vote on the Annual Report on the Remuneration of Directors.**

To approve, for consultative purposes, the Annual Report on the Remuneration of Directors for the year ended on 31 December 2018, which includes information on the Company's remuneration policy in force for the current year, a comprehensive overview of how the remuneration policy was applied during the year 2018 and detailed information on the individual remuneration accrued by each director, submitted to this General Meeting for consultative purpose.

The entire text of the document was made available to the shareholders together with the rest of document pertaining to the General Meeting of Shareholders in advance of the announcement calling the shareholders' meeting .

This resolution was passed with votes in favour from 99,671,642 shares, which represent 99.9989% of the attending capital and 71.1921% of the Company's share capital calculated for the purpose of registering the right to vote, and the abstention of 1,100 shares, which represent 0.0011% of the attending capital and 0.0008% of the Company's share capital calculated for the purpose of registering the right to vote.

**6. Changes to the composition of the Board of Directors.**

To change the composition of the Company's Board of Directors so that in future it comprises not seven (7) but five (5) directors.

This resolution was passed with votes in favour from 99,672,451 shares, which represent 99.9997% of the attending capital and 71.1927% of the Company's share capital calculated for the purpose of registering the right to vote, and the abstention of 291 shares, which represent 0.0003% of the attending capital and 0.0002% of the Company's share capital calculated for the purpose of registering the right to vote.

**7. Ratification of the appointment of Mr Ramiro Martínez-Pardo del Valle as independent director by co-optation as a consequence of the vacancies occurred since the last General Shareholders' Meeting to date.**

Upon proposal put forward by the Appointments and Remuneration Committee along with an endorsement report from the Board of Directors, the Board of Directors proposes to ratify the appointment by co-optation of Mr Ramiro Martínez-Pardo del Valle, who was appointed independent director under resolution of the Company's Board of Directors of 25 March 2019 to fill the vacancy on the Board of Directors.

Mr Ramiro Martínez-Pardo del Valle submitted his resignation as proprietary director due to the reorganisation of the composition of the Company's board of directors and its delegated committees as a consequence of the merger by absorption of Audax Energía, S.A.U. by the Company (the "Merger") and for the purpose of facilitating his appointment as independent director, should the proposal be approved by the board of directors and subsequently ratified by the general meeting of shareholders upon fulfilment of the statutory requirements established for that purpose.



Accordingly, the shareholders resolve to ratify the appointment of Mr Ramiro Martínez-Pardo del Valle by co-optation and to elect him as member of the Board of Directors under the category of independent director for the term of four (4) years as defined by the Company's articles of association, effective as of the date of approval of this resolution.

For pertinent purposes, it is expressly stated that Mr Martínez-Pardo assumed his post at the moment of being appointed by co-optation. Furthermore, being present at the meeting, Mr Martínez-Pardo ratifies his assumption of the post to which he has been designated and undertakes to fulfil his duties loyally and diligently and declares that no exclusion causes determined in the current legislation, particularly in the Law 3/2015, of 30 March 2015, or in other corporate or legal (national or local) provisions apply to him.

For this purpose, pursuant to the Corporate Enterprises Act, we state that: (i) the proposal of appointment of Mr Ramiro Martínez-Pardo del Valle was put forward by the Appointments and Remuneration Committee; (ii) the Board of Directors drew up an endorsement report evaluating the competence, expertise and merits of the proposed candidate, and a copy of said report was attached to the minutes of the meeting; and (iii) both the proposal of appointment and the endorsement report were made available to the Shareholders at the Company's headquarters as well as on the corporate website.

This resolution was passed with votes in favour from 99,672,451 shares, which represent 99.9997% of the attending capital and 71.1927% of the Company's share capital calculated for the purpose of registering the right to vote, and the abstention of 291 shares, which represent 0.0003% of the attending capital and 0.0002% of the Company's share capital calculated for the purpose of registering the right to vote.

**8. Ratification of the appointment of Mr Rubén Clavijo Lumbreras as independent director by co-optation as a consequence of the vacancies occurred since the last General Shareholders' Meeting to date.**

Upon proposal put forward by the Appointments and Remuneration Committee along with an endorsement report from the Board of Directors, the Board of Directors proposes to ratify the appointment by co-optation of Mr Rubén Clavijo Lumbreras, who was appointed independent director under resolution of the Company's Board of Directors of 25 March 2019 to fill the vacancy on the Board of Directors.

Accordingly, the shareholders resolve to ratify the appointment of Mr Rubén Clavijo Lumbreras by co-optation and to elect him as member of the Board of Directors under the category of independent director for the term of four (4) years as defined by the Company's articles of association, effective as of the date of approval of this resolution.

For pertinent purposes, it is expressly stated that Mr Clavijo assumed his post at the moment of being appointed by co-optation. Furthermore, being present at the meeting, Mr Clavijo ratifies his assumption of the post to which he has been designated and undertakes to fulfil his duties loyally and diligently and declares that no exclusion



causes determined in the current legislation, particularly in the Law 3/2015, of 30 March 2015, or in other corporate or legal (national or local) provisions apply to him.

For this purpose, pursuant to the Corporate Enterprises Act, we state that: (i) the proposal of appointment of Mr Rubén Clavijo Lumbreras was put forward by the Appointments and Remuneration Committee; (ii) the Board of Directors drew up an endorsement report evaluating the competence, experience and merits of the proposed candidate, and a copy of said report was attached to the minutes of the meeting; and (iii) both the proposal of appointment and the endorsement report were made available to the Shareholders at the Company's headquarters as well as on the corporate website.

This resolution was passed with votes in favour from 99,672,451 shares, which represent 99.9997% of the attending capital and 71.1927% of the Company's share capital calculated for the purpose of registering the right to vote, and the abstention of 291 shares, which represent 0.0003% of the attending capital and 0.0002% of the Company's share capital calculated for the purpose of registering the right to vote.

**9. Acknowledging the designations of the directors as well as the composition and allocation of duties within the Company's Board of Directors.**

Firstly, to acknowledge that, as a consequence of the Merger, the proprietary directors - Mr Francisco José Elías Navarro and Mr Eduard Romeu Barceló, chairman and deputy chairman of the Company's board of directors, respectively, have ceased to represent the Company's hitherto majority shareholder, Audax Energía, S.A.U., and they have begun to perform in the Company their managerial functions, which they previously had at Audax Energía, S.A.U.

Due to the above, and pursuant to the provisions of article 529 *duodecies.1* of the Corporate Enterprises Act, to acknowledge that, from the effective date of the Merger (31 December 2018), the directors - Mr Francisco José Elías Navarro and Mr Eduard Romeu Barceló started to be considered as executive directors instead of proprietary directors.

In accordance with the above and previous resolutions, it is acknowledged that the composition of the Company's Board of Directors and the allocation of duties within it is as follows:

- Chairman: Mr Francisco José Elías Navarro (executive director).
- Deputy Chairman: Mr Eduard Romeu Barceló (executive director).
- Coordinating Director: Mr Ramiro Martínez-Pardo del Valle (independent director).
- Other members: Mr Josep Maria Echarri Torres and Mr Rubén Clavijo Lumbreras (independent directors).
- Non-member Secretary: Ms Naiara Bueno Aybar.

This item of the agenda is only informative in nature and was not subject to a vote.

**10. Amendment to the system of remunerating the directors and, consequently, to article 18 of the Company's articles of association.**

10.1. Amendment to the system of remunerating the directors

In accordance with the report of the Appointments and Remuneration Committee, the shareholders decide to amend the current policy of remunerating the members of the Company's board of directors for the purpose of including the possibility to remunerate the executive functions performed by the directors.

This amendment was featured in the report by the Appointments and Remuneration Committee, the copy of which was made available to the shareholders together with the rest of the documents pertaining to the General Meeting of Shareholders on the date when the call for the meeting was made public.

This resolution was passed with votes in favour from 99,672.742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

10.2. Amendment to article 18 of the Company's articles of association

In accordance with section 10.1 above, the shareholders decide to change the contents of article 18 of the Company's articles of association, which henceforth will be as follows:

*“ARTICLE 18.- The position of the Company's director, in their capacity as such, will be remunerated.*

*The system of remuneration of the Company's directors, in their capacity as such, shall be based on attendance allowances, the specific rate of which will be determined by the board of directors within the limits established by the general meeting.*

*The maximum amount of the annual remuneration of all the directors of the Company, in their capacity as such, must be approved by the general meeting and will remain in force until a modification is approved. Unless the general meeting determines otherwise, the distribution among the different directors shall be established by a resolution of the directors, which shall take into consideration the functions and responsibilities attributed to each director.*

*Additionally, the executive duties performed by the directors, whether by law or by delegation of the board of directors, shall be remunerated with a fixed amount.*

*The rest of pertinent peremptory norms shall apply to the remuneration of the directors with attributed executive duties, particularly and without limitation, the*

*norms relating to the competence of the general meeting to determine the amounts and reasons for the directors' remuneration, as well as those related to the formation of the agreement regulating the performance of, and remuneration for, the executive duties."*

This amendment was featured in the report by the Board of Directors, pursuant to article 286 of the Corporate Enterprises Act, copy of the report along with the complete text of the proposed amendment and the rest of the documents pertaining to the General Meeting of Shareholders was made available to the shareholders on the date when the call for the meeting was made public.

This resolution was passed with votes in favour from 99,672.742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

#### **11. Approval of the Directors' Remuneration Policy of the Company.**

Upon viewing the Appointments and Remuneration Committee's report, the shareholders decide to approve the Directors' Remuneration Policy formulated by the Company's Board of Directors on 25 March 2019 in compliance with the provisions of article 529 *novodecies.2* of the Corporate Enterprises Act.

The abovementioned report of the Appointments and Remuneration Committee and the text of the Directors' Remuneration Policy of the Company were made available to the shareholders together with the rest of the documents pertaining to the General Meeting of Shareholders on the date when the call for the meeting was made public.

This resolution was passed with votes in favour from 99,671,642 shares, which represent 99.9989% of the attending capital and 71.1921% of the Company's share capital calculated for the purpose of registering the right to vote, with the abstention of 1,100 shares, which represent 0.0011% of the attending capital and 0.0008% of the Company's share capital calculated for the purpose of registering the right to vote.

#### **12. Approval of the maximum amount of remuneration to all the directors in their capacity as such.**

In accordance with article 18 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the directors in their capacity as such for the year 2019 shall amount to EUR 300,000.

This resolution was passed with votes in favour from 99,671,642 shares, which represent 99.9989% of the attending capital and 71.1921% of the Company's share capital calculated for the purpose of registering the right to vote, with the abstention of 1,100 shares, which represent 0.0011% of the attending capital and 0.0008% of the Company's share capital calculated for the purpose of registering the right to vote.

**13. Approval of the annual amount of remuneration to all the directors with executive duties.**

In accordance with article 18 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the executive directors for the performance of their executive duties for the year 2019 shall amount to EUR 250,000.

This resolution was passed with votes in favour from 99,671,642 shares, which represent 99.9989% of the attending capital and 71.1921% of the Company's share capital calculated for the purpose of registering the right to vote, with the abstention of 1,100 shares, which represent 0.0011% of the attending capital and 0.0008% of the Company's share capital calculated for the purpose of registering the right to vote.

**14. Authorisation to the Board of Directors to adopt a resolution on share capital increase on the terms and within the limits established in article 297.1.b) and 506 of the Corporate Enterprises Act, through one or several operations, by a maximum amount of the half of the capital existing at the moment of the authorisation and within a period of 5 years from the General Meeting's resolution, as well as to exclude, if applicable, the pre-emptive subscription right up to the limit of 20% of the share capital at the moment of this authorisation.**

To authorise the Board of Directors to increase the share capital (currently amounting to EUR 308,203,737.80) through one or several operations, on the terms and within the limits established in article 297.1.b) and 506 of the Royal Legislative Decree 1/2010 of 2 July 2010 approving the consolidated text of the Corporate Enterprises Act, within the period of five (5) years from the date of this resolution and by the amount of up to the half of the current share capital, including – for the purpose of this limit – all the increases of share capital made under this authorisation. And all this without prejudice to the reduction of the share capital proposed in the subsequent resolution 15 for the purpose of compensating the negative reserves generated due to the accounting recognition of the assets and liabilities of the Audax Energía, S.A.U. company after carrying out the Merger.

The increases of the share capital made under this authorisation shall be carried out by the means of issuing new shares and making them available for trading, with or without share premium, the equivalent of which will be cash contributions. The Board of Directors may establish, in an as of yet undefined scope, the terms and conditions of the capital increases and the characteristics of shares, as well as freely offer the new and unsubscribed shares within the period or periods for executing the pre-emptive subscription right. The Board of Directors may also decide that in the case of an incomplete subscription, the share capital will only be increased by the amount of the performed subscriptions and amend the provisions of the Company's articles of association pertaining to the share capital.





In relation to the increases of share capital which will be made under this authorisation, the Board of Directors is hereby expressly authorised to partially or entirely exclude the pre-emptive subscription right in accordance with the terms defined in article 506 of the Corporate Enterprises Act. This authorisation is limited by the fact that the total of shares issued with the exclusion of the pre-emptive subscription right which the Board of Directors may decide as part of this resolution should not exceed 20% of the Company's current share capital.

The Company, when appropriate, shall move for the shares which will be issued under this authorisation to be admitted to trading on secondary markets, official or unofficial, organised or not, national or foreign, authorising the Board of Directors to perform before the appropriate authorities of the individual securities markets, national or foreign, all the actions and formalities necessary for the admission of the shares to trading.

The Board of Directors is expressly authorised to delegate the powers granted by this resolution.

It is acknowledged that the appropriate report by the directors explaining the reasons for the proposal of this resolution was made available to the shareholders.

This resolution was passed with votes in favour from 99,573,958 shares, which represent 99.9009% of the attending capital and 71.1223% of the Company's share capital calculated for the purpose of registering the right to vote, and with votes against from 98,784 shares, which represent 0.0991% of the attending capital and 0.0706% of the Company's share capital calculated for the purpose of registering the right to vote.

**15. Reduction of the share capital by the amount of EUR 264,174,632.40 by reducing the nominal value of the shares by the amount of EUR 0.60 per share for the purpose of restoring balance between the capital and the net equity of the Company and the subsequent amendment of article 5 and 6 of the Company's articles of association.**

As was announced during the Extraordinary General Meeting of Shareholders held on 23 November 2018, upon viewing the report formulated by the Board of Directors on 25 March 2019, the shareholders decide to reduce the share capital, currently amounting to EUR 308,203,737.80, by the amount of EUR 264,174,632.40, through reducing the nominal value of each of the 440,291,054 shares of the Company by the amount of EUR 0.60, which therefore will amount to EUR 0.10 per share, for the purpose of compensating the negative reserves generated due to the accounting recognition of the assets and liabilities of the Audax Energía, S.A.U. company after carrying out the Merger.

After the reduction, the Company's share capital amounts to EUR 44,029,105.40 and is divided into 440,291,054 shares with a nominal value of EUR 0.10 each share, of the same class or series, with numbers from 1 to 440,291,054, both numbers included, represented by book entries, granting the same rights, and paid in full.

The agreed reduction of the share capital is carried out on the basis of the Company's balance sheet as at 31 December 2018, which has been verified by KPMG Auditores, S.L., the Company's accounts auditor who issued their report on 15 March 2019, the balance sheet having been approved by the Ordinary General Meeting under section 1 of the agenda for the same meeting.

Due to the purpose of the share capital reduction, the shareholders are not entitled to receive any kind of payment.

The share capital reduction is implemented through this act.

It is acknowledged that, upon completing the share capital reduction, the legal reserve does not exceed 10% of the share capital. It is also acknowledged that, according to the provisions of article 335.a) of the Corporate Enterprises Act, due to the purpose of the share capital reduction, the shareholders cannot object to it.

In accordance with the above, amendment shall be made to article 5 and 6 of the Company's articles of association, which henceforth will be as follows:

*“ARTICLE 5.- The share capital amounts to FORTY FOUR MILLION TWENTY NINE THOUSAND ONE HUNDRED FIVE EUROS AND FORTY CENTS (€44,029,105.40).”*

*“ARTICLE 6.- The share capital is divided into 440,291,054 shares, with a par value of TEN CENTS (€0.10) EURO each, all of the same class or series, numbered from 1 to 440,291,054, represented by means of account entries and granting the same rights. The shares are fully paid up.”*

This resolution was passed with votes in favour from 99,672.742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

**16. Any other business.**

One shareholder spoke, but did not wish for it to be recorded in the minutes.

**17. Delegation of powers for the full formalisation, interpretation, remedy, elaboration, registration and implementation of all the resolutions adopted by the General Meeting of Shareholders.**

To authorise each and every member of the Company's board of directors, including the non-member secretary, each and any one of them, in the broadest terms, to act for and on behalf of the Company in order to complete all the necessary formalities and procedures, execute any public or private deed, including corrective documents in the broadest terms, necessary in order to notarise the resolutions adopted by the General Meeting of Shareholders and attain their successful implementation as well as registration and/or submission, in full or in part, when applicable, to the appropriate public registers.



This resolution was passed with votes in favour from 99,672.742 shares, which represent 100% of the attending capital and 71.1929% of the Company's share capital calculated for the purpose of registering the right to vote.

Badalona (Barcelona), 29 April 2019.

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Francisco José Elías Navarro  
Chairman of the Board of Directors  
of Audax Renovables, S.A.