



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

25 May 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 Annual General Meeting of Shareholders at the Company's registered office (Av. De Fuencarral, 44, edificio 1, 28108, Alcobendas, Madrid) for 25 June 2018 at 12:00pm at first call, or 26 June 2018 at second call, at the same venue and time.

According to the call notice and agenda, a proposal will be laid before shareholders at the General Meeting to approve, *inter alia*, the separate and consolidated financial statements, and an increase in capital to offset the loan for the acquisition of Colombian cloud service provider Ability Data Services, S.A., disclosed by the Company in a price-sensitive information disclosure dated 22 May 2018.

Alcobendas (Madrid), 25 May 2018,

Moisés Israel Abecasis  
Chairman of the Board of Directors  
GIGAS HOSTING, S.A.

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

### **Call of Annual 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 18 May 2018, an Annual General Meeting of the Company's shareholders is called, to be held in Alcobendas, Madrid, at the Company's registered office (Av. De Fuencarral, 44, edificio 1, 28108, Alcobendas, Madrid), on 25 June 2018, at 12:00pm at first call, or 26 June, at second call, at the same time and place, with the following:

#### **AGENDA**

- One.- Approval, as appropriate, of the 2017 separate and consolidated financial statements of Gigas, S.A. and the Gigas, S.A. and subsidiaries**
- Two.- Approval, as appropriate, of the 2017 separate and consolidated management reports of Gigas, S.A. and the Gigas, S.A. and subsidiaries**
- Three.- Approval, as appropriate, of the corporate management and performance of the Board of Directors in 2017**
- Four.- Approval, as appropriate, of the proposed appropriation of 2017 loss**
- Five.- Amendment of article 15 of the Company's Articles regarding the remuneration of members of the Board of Directors**
- Six.- Amendment of the maximum amount of remuneration of members of the Board of Directors**
- Seven.- Amendment of article 8.1 of the Company's Articles regarding the venue for the General Meeting**
- Eight.- Amendment of article 13 of the General Meeting Regulations regarding the venue for the General Meeting**  
**Reappointment of auditors**
- Nine.-**
- Ten.- Authorisation to increase share capital to convert the claim against the Company held by Ms. Norma Ballesteros Vega into equity through the issuance of forty-seven thousand three hundred and eighteen (47,318) shares of nine hundred and forty-six euros and thirty-six euro cents (EUR 946.36.-) and a total share premium of two hundred and ninety-nine thousand forty-nine euros and seventy-six euro cents (EUR 299,049.76.-). Application for the inclusion of the newly issued shares in the Growth Companies segment of the Mercado Alternativo Bursátil (the Spanish**

**Eleven.- Alternative Market, "MAB"), and with a delegation of powers.**

**Delegation of powers to formally record all resolutions passed at the General Meeting, and include them in a notarial instrument, and to interpret, correct, supplement, implement and place them on record.**

**Twelve.- 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 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 documents submitted for approval at the General Meeting; i.e. the 2017 separate and consolidated financial statements of the Company and the consolidated group, and the related management and audit reports;
- (iii) the report of the Company's Board of Directors in compliance with article 286 of the Spanish Companies Act regarding the proposal for amendment of article 15 of the Company's Articles included in agenda item five;
- (iv) the report of the Company's Board of Directors in compliance with article 286 of the Spanish Companies Act regarding the proposal for amendment of article 13 of the General Meeting regulations included in agenda item seven;
- (v) the report of the Company's Board of Directors in compliance with article 5 of the Board Regulations regarding the proposal for amendment of article 8.1 of the Company's Articles included in agenda item eight;
- (vi) the report of the Company's Board of Directors in compliance with articles 286 and 301.2 of the Spanish Companies Act regarding the proposal for the increase of capital included in agenda item ten; and
- (vii) the certificate issued by the statutory auditor, Ernst & Young, S.L., in compliance with article 301.3 of the Spanish Companies Act regarding the proposal for the increase of capital included in agenda item 10.

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 of the request to the registered address, by post to the Company's registered address, or by 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 registered facimile (*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 be 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 through whom 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, ancestor or descendant of the principal, nor when the proxy holder has a general power of attorney conferred in a notarial act with powers to administer all the assets of the principal in national territory. No shareholder may be represented by more than one proxy holder 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 proxy remotely.

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 to 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 shareholder intending to vote remotely, 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 void.

Any vote issued 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.

**Shareholders are notified that the General Meeting is scheduled to be held, at first call; i.e. on 25 June 2018 at 12:00pm.**

In Alcobendas (Madrid), on 25 May 2018, this notice of meeting, to be published on the same date on the Company's website <https://gigas.com> together with the rest of the supplementary documentation, is signed by

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