

NETEX KNOWLEDGE FACTORY, S.A.**Call for the Ordinary and Extraordinary General Shareholders' Meeting**

By resolution of the Board of Directors of Netex Knowledge Factory, S.A., held on March 28th, 2019, shareholders are called to the Ordinary and Extraordinary General Shareholders' Meeting, which will be held on June 27th, 2019 at 17:00 at its registered office, C/ Icaro 44, Oleiros, A Coruña, with the following

Agenda

First.- Assessment and, where appropriate, approval of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity for the year, cash flow statement and notes to the annual accounts), as well as the management report.

Second.- Assessment and, where appropriate, approval of the consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity for the year, cash flow statement and notes to the annual accounts), as well as the management report.

Third.- Examination and, where appropriate, approval of the individual Annual Accounts' proposed results allocation.

Fourth.- Examination and, where appropriate, approval of the consolidated Annual Accounts' proposed results allocation.

Fifth.- Approval, if appropriate, of the management of the Board of Directors during the Financial Year ended 31 December 2018.

Sixth.- Approval, if appropriate, of the balance sheet for the Financial Year ended 31 December 2018 as the merger balance sheet.

Seventh.- Approval, if appropriate, of the Merger by Absorption Plan of “**NETEX LEARNING IBERIA, S.L.**” by “**NETEX KNOWLEDGE FACTORY, S.A.**”.

Eighth.- Approval, if appropriate, of the Merger by Absorption agreement of “**NETEX LEARNING IBERIA, S.L.**” by “**NETEX KNOWLEDGE FACTORY, S.A.**”.

Ninth.- Re-election of the Auditors.

Tenth.- Delegation of powers.

Eleventh.- Suggestions and Questions.

Twelfth.- Reading and Approval, where appropriate, of the General Shareholders Meeting minute.

Information right

In accordance with the provisions of the applicable regulations, as from the date of publication of the notice of call, shareholders may examine and obtain at the registered office or request immediate delivery or remittance, free of charge the documents submitted for approval, as well as the Management Report, the Auditors' Report and the Merger Plan.

All the above documents are available to shareholders on the Company's website (www.netexlearning.com).

In addition, from the publication of this notice up to the seventh calendar day prior to the date of the General Meeting, shareholders may request the Directors in writing further information or clarifications or submit such written questions as they may deem fit in respect of the points on the agenda. The directors shall provide the information in writing until the day of the meeting.

Right of attendance and representation

Shareholders whose shares have been registered in the appropriate stock ledger five (5) days prior to the date set for the Shareholders' Meeting and who have the corresponding attendance. For this purpose, accreditation will be required by means of the appropriate attendance card, a certificate issued by the depository institution adhered to Iberclear or by any other legally accepted means. The registration of attendance shall commence one (1) hour before the scheduled time of the General Shareholders' Meeting.

Any shareholder entitled to attend may be represented by a proxy, who need not be a shareholder. The proxy must be granted in writing by sending the attendance card or certificate or other accepted form and duly completed and signed by the shareholder granting the proxy on a special basis for each meeting.

Right to supplement the agenda

As from the date of publication of the notice of call, shareholders representing at least the 5% of the share capital may request the publication of a supplemental notice of call, including other points on the agenda. This request shall be sent through any certifying means, to be received at the registered office within five days after publication of this notice of call. The addendum shall be published at least fifteen (15) days prior to the date of the shareholder's meeting.

The President of the Board of Directors, Mr. José Carlos López Ezquerro, in. Oleiros, on 24th of May 2019.