

## **2023 ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of **ACCIONA, S.A.** calls the shareholders to the Ordinary General Meeting on the date, at the time and venue and with the agenda indicated below:

- **DATE:** 19 June 2023, at 12:00 p.m., at first call, and **20 June 2023**, at the same time, at second call (being most likely held at **second call**).
- **VENUE:** Avenida de la Gran Vía de Hortaleza, 3, 28033 (Madrid)
- **Attendance either in person or via electronic means**

### **AGENDA**

#### **ITEM ONE.- Annual Accounts and Audit.**

- 1.1 Examination and approval, if applicable, of the individual annual accounts of Acciona, S.A. and consolidated accounts of the group of which it is the dominant entity, corresponding to financial year 2022.
- 1.2 Examination and approval, if applicable, of the individual management reports of Acciona, S.A. and consolidated report of the group of which is the dominant entity, corresponding to the financial year 2022.
- 1.3 Approval, if applicable, of the corporate management and actions carried out by the administrative body of Acciona, S.A. in the financial year 2022.
- 1.4 Examination and approval, if applicable, of the consolidated non-financial information statement, contained in the consolidated management report, for financial year 2022.
- 1.5 Application of the results of financial year 2022.
- 1.6 Re-election of KPMG Auditores, S.L. as auditor of the individual annual financial statements of Acciona, S.A. and of its consolidated group for financial year 2023.

#### **ITEM TWO.- Renewal of the Board of Directors.**

- 2.1 Re-election of Mr. Jerónimo Marcos Gerard Rivero as Independent Director.
- 2.2 Appointment of Ms. María Salgado Madriñán as Independent Director.
- 2.3 Appointment of Ms. Teresa Sanjurjo González as Independent Director.
- 2.4 Setting the number of members on the Board of Directors at 13.

#### **ITEM THREE.- Delegations and authorisations in favour of the board of directors.**

3.1 Delegation to the Board of Directors, for a term of five years and with express power of replacement, of the power to increase share capital one or more times by means of cash contributions up to a maximum €27,428,326, equivalent to half the share capital at the time of this delegation, under the terms and conditions considered appropriate by the Board of Directors at any time. Said authorisation also includes the power to exclude preferential subscription rights, whether in whole or in part, up to a limit equal to 20% of share capital at the time of this delegation, including, as appropriate, any capital increases which may be agreed under the proposed resolution included in item 3.2 on the agenda, as well as express authorisation to amend the relevant articles of the Articles of Association accordingly, as

appropriate, leaving void the authorisation granted by the Ordinary General Shareholders' Meeting of 28 May 2020.

**3.2** Delegation to the Board of Directors, for a term of five years and with express power of replacement, of the power to issue securities, convertible into the Company's shares, as well as warrants or other similar securities which may give the direct or indirect right to the subscription of shares in the Company for a total amount of up to €3,000,000,000; in addition, the power to increase the share capital by the necessary amount, and the power to exclude, where necessary, the preferential subscription right up to an amount equivalent to 20% of the capital of the Company at the time of this delegation, including, where appropriate, any capital increases which may be agreed under the proposed resolution included on item 3.1 on the agenda; and authorisation to recast, where appropriate, the relevant Articles of Association, leaving void the authorisation granted by the Ordinary General Shareholders' Meeting of 28 May 2020.

**3.3** Authorisation, where necessary, to call Extraordinary General Meetings of the Company with a minimum notice of fifteen days, under article 515 of the Corporate Enterprises Act.

**ITEM FOUR.- Annual Directors' Remuneration Report for 2022.**

**ITEM FIVE.- Sustainability Report for 2022 and Report on the 2025 Sustainability Master Plan.**

**ITEM SIX.- Delegation of powers to the Board of Directors for the development, interpretation, amendment and execution of the resolutions agreed by the General Meeting, and to replace the powers it receives from the General Meeting; and the recording of this delegation as a notarial instrument, interpretation, amendment, complement, development and registration.**

## **OPERATING RULES OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

### **1. Supplement to the announcement and presentation of proposals for resolutions.**

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Shareholders representing, at least, three per cent of the share capital, may (i) request that a supplement to the announcement of this General Meeting be published, including one or more items on the agenda, provided the new points are accompanied by a justification or, if applicable, of a justified proposal for a resolution; and (ii) present reasoned proposals for resolutions on matters already included or to be included on the agenda.

The requests or proposals must be sent via official channels to the Secretary of the Board of Directors of Acciona, S.A. ("Acciona" or the "Company"), and received at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) within five (5) days following the publication of this announcement.

The writ will set out the agenda items to be included in the announcement or proposal for a resolution to be formulated, in clear and express terms, as well as the identity of the shareholders exercising the right and confirmation of the number of shares they own.

The supplement to the announcement will be published at least fifteen days in advance of the date established for holding the Ordinary General Meeting.

## 2. Rules governing the General Meeting. Attendance in person or via electronic means.

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The Board of Directors has resolved to call the Ordinary General Shareholders' Meeting to be held in person at the venue indicated in the header. However, shareholders entitled to attend the General Meeting will also be able to do so remotely, via electronic means, as it takes place, all in accordance with the terms of article 15 bis of the General Meeting Regulations and article 18.6 of the Articles of Association.

The General Meeting will be held in accordance with the terms of the Regulations of the General Meeting (available on the Acciona website ([www.acciona.com](http://www.acciona.com)), on the website of the CNMV and at the Commercial Registry), the Acciona Articles of Association and the restated text of the Corporate Enterprises Act ("**Corporate Enterprises Act**").

It is stated for the record that the quorum for the General Meeting to be constituted is at least 67% of the subscribed capital with voting rights at first call or 50% of the subscribed capital with voting rights at second call, to be able to decide on items 3.1 and 3.2 on the agenda. Moreover, it is stated for the record that the adoption of the resolution proposed in item 3.3 on the agenda requires the vote in favour of two thirds of the subscribed capital with voting rights.

## 3. Right of attendance.

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Those shareholders whose shares are registered in the corresponding book-entry register five (5) days prior to the date of the General Meeting are entitled to attend. It will not be necessary to hold a minimum number of shares to attend the General Meeting.

## 4. Right of representation.

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Shareholders who are entitled to attend can be represented at the General Meeting by another person or persons, who may or may not be shareholders.

The representation may be granted **(1)** by post or by email or **(2)** by electronic means via the mechanisms provided in the "**Vote and Electronic Delegation**" area in the section devoted to the 2023 Ordinary General Shareholders' Meeting on the Company's website ([www.acciona.com](http://www.acciona.com)).

Delegation by post, email or by electronic means via the website will be governed by the terms of this section and section 5 below.

The delegation of representation will state the identity of the representative. If the document is received by Acciona with the name of the representative left blank, the representation will be considered to have been conferred on the Chairperson, Vice President, Coordinating Director or Secretary of the Board of Directors, in this order, and unless stated otherwise, for all items submitted to a vote at the General Meeting. In the event the representative is affected by a conflict of interest for voting on any of the proposals submitted to the Meeting, whether included on the agenda or not, the representation will be considered conferred on the next person mentioned who is not in the same situation, following the order indicated above.

The documents establishing the representations for the General Meeting will state the instructions on how to vote, it being understood that, if nothing is stated in this regard, the principal will give precise instructions to vote in accordance with the proposed resolutions formulated by the Board of Directors on the items included on the agenda and, unless stated otherwise, abstain in relation to any other matter that,

not appearing on the agenda and, as such, being unknown on the date of delegation, may be submitted for a vote at the General Meeting, unless the representative is in a position to judge whether a vote in favour or against such proposals would be more favourable for the interests of the principal.

For the purposes of the terms of articles 523 and 526 of the Corporate Enterprises Act, be informed that if the designated representative is a director, he/she may find him-/herself in a conflict of interest situation with regard to resolutions concerning the following items on the agenda: item 1.3 (Approval of the management of the company), item TWO (Renewal of the Board of Directors), if their re-election or appointment is submitted to the General Meeting, item FOUR (Annual Directors' Remuneration Report for 2022) and, if applicable, in the scenarios envisaged in sections b) and c) of article 526.1 of the Corporate Enterprises Act.

In the event the person holding the representation, whether by public request or otherwise, is in a conflict-of-interest situation, he/she will be entitled to vote if he/she has notified the shareholder of this situation in advance and has received precise voting instructions from the shareholder represented.

The shareholder will, in writing or via electronic means, notify who it designates as representative, of the representation conferred in their favour and revocation thereof, as the case may be. When the representation is granted in favour of a member of the Board of Directors, including the Secretary and Vice-Secretary of the Board of Directors, the notification will be deemed made when the Company receives the documentation of which the same consists.

## **5. Delegation and remote voting procedure prior to the General Meeting.**

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Shareholders may cast their vote or appoint a representative before the General Meeting is held, using the voting form included on the delegation/remote voting card, sending it to Acciona by post, via email or via the mechanisms provided in the "**Vote and Electronic Delegation**" area in the section devoted to the 2023 Ordinary General Shareholders' Meeting on the Acciona website ([www.acciona.com](http://www.acciona.com)), following the instructions contained there.

Voting and delegation of remote voting prior to the General Meeting may be carried out:

- a) **By post or email:** The shareholder can send Acciona, S.A. the documents for voting or delegating a representative via the following means: (i) via post sent to the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid), for the attention of the Shareholder Relations Department, or (ii) via email attaching documentation in pdf form (or other commonly used) to [juntageneral@acciona.com](mailto:juntageneral@acciona.com). The documentation to be sent in both cases will be the following:

### In order to cast votes:

- Acciona Card available on the Acciona website for remote voting, signed by the shareholder or an authorised representative, clearly and expressly stating how the shareholder wishes to vote. This formula will not be necessary if the shareholder sends the Company an attendance card issued by a depositary entity that includes a section on "remote voting".

### In order to delegate representation:

- Original Delegation Card issued in the name of the shareholder by a depositary entity or by Acciona, signed by the shareholder or by an authorised representative, clearly and expressly stating the delegation of representation in favour of a representative (with any instructions that, if applicable, the shareholder gives the representative), using the formula, rules and instructions appearing on the Card issued by the depositary entity or on the Acciona Card.
- b) Via electronic means using the Acciona website: The vote or delegation of representation may be formalised using the mechanisms provided in the “Vote and Electronic Delegation” area in the section devoted to the 2023 Ordinary General Shareholders’ Meeting on the Acciona website ([www.acciona.com](http://www.acciona.com)) following the instructions contained there.

The vote or delegation formalised in this manner will be sent to Acciona via internet by means of a connection with the Acciona website subject to the secure data transfer procedures that will be automatically activated when communication is established with the Acciona website.

The vote or delegation will, moreover, include a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES that (the Spanish Mint-*Fábrica Nacional de Moneda y Timbre*); CAMERFIRMA or included in the Spanish electronic National Identity Document.

The deadline by which Acciona must receive votes and delegations of representation by post, email or via electronic means using the mechanisms provided on the website is **23:59 hrs. (Madrid time) on 18 June 2023**.

Shareholders issuing their vote or delegation via electronic means can obtain electronic confirmation of the issue and receipt of their vote using the same system.

- c) Delegation with the representative attending via electronic means: If the person delegated to attend does so via electronic means, the shareholder who conferred the delegation will have notified the representative of such delegation and send a copy of the delegation conferred, or the powers of representation in the case of a legal person, to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) or by means of an email addressed to [juntageneral@acciona.com](mailto:juntageneral@acciona.com), together with a copy of the national ID document or passport of the representative, no later than **23:59 hrs. (Madrid time) on 18 June 2023**. The representative who so requests may attend the Meeting via electronic means by connecting in the “Attendance via electronic means” section of the website ([www.acciona.com](http://www.acciona.com)) following the instructions included in the section below.

## **6. Attendance in person by the shareholder or its representative.**

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In order to attend the General Meeting, shareholders must obtain the Attendance Card issued by the depositary entities, which will be recognised as an Entry Ballot, or the Acciona Card, which can be downloaded from the website by following the instructions on the same or requested at the registered office.

Both shareholders attending in person and representatives attending by delegation will have to duly identify themselves to the services of Acciona before the start of the General Meeting.

## **7. Attendance and voting via electronic means at the General Meeting.**

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Those shareholders who so wish will be able to attend the Ordinary General Meeting via electronic means, pursuant to the rules approved by the Board of Directors of the Company to that end and that can also be found on the Company website ([www.acciona.com](http://www.acciona.com)), in the “Attendance via electronic means” area devoted to the 2023 Ordinary General Shareholders’ Meeting, which also contains the mechanisms for attending the General Meeting via electronic means.

In order to attend in this way, shareholders or their representatives will have to register on the “Attendance via electronic means” application on the date of the Meeting, following the procedures established below by the corresponding deadlines.

- **Connection, registration and attendance**: with a view to facilitating proper management of the electronic attendance systems, any shareholder or representative wishing to attend the Meeting and via remote communication means will have to register establishing the corresponding connection between **09:00 a.m. and 11:30 a.m. (Madrid Time)** on the date of the Meeting. Those attending may not register outside these times.
- **Identification**: in order to guarantee the identity of attendees, the proper exercise of their rights and the appropriate conduct of the meeting, those shareholders or their representatives who wish to use electronic attendance mechanisms will have to register using a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES that (the Spanish Mint-Fábrica Nacional de Moneda y Timbre); CAMERFIRMA or included in the Spanish electronic National Identity Document.
- **Intervention**: Any interventions and proposed resolutions or requests for information or clarification that, pursuant to said Act, persons intending on attending via electronic means plan to make, will have to be sent to the Company, in the form and subject to the terms and conditions established on the “Attendance via Electronic Means” platform between **9:00 a.m. and 11:30 a.m. (Madrid Time)** on the date of the Meeting. The person attending remotely who wishes his intervention to appear in the minutes of the General Meeting must expressly indicate this in the intervention itself. Requests for information or clarification made by persons attending via electronic means may be replied to in the course of the meeting and or in writing, within seven days following the Meeting.

Interventions by persons attending via electronic means will be accessible for the rest of persons attending via electronic means as of constitution of the General Shareholders’ Meeting via the “Electronic Attendance” application.

- **Voting**: The casting of votes in relation to the proposals made regarding the items on the agenda may be made as of the moment of registration by the shareholder or representative and until the Chairperson or, if applicable, the Secretary of the Meeting, announces the conclusion of the period of voting the proposed resolutions on the items contained on the agenda. As for the proposed resolutions on those matters that, due to legal imperative, are not required to be included in the agenda, persons attending via electronic means will be able to issue their votes as of the moment the

Secretary of the General Meeting reads such proposals so that they can be voted on and the electronic platform for casting the same is activated. In order to vote on the proposed resolutions, the procedure envisaged in the Articles of Association and Regulations of the General Meeting will apply.

The Company reserves the right to ask shareholders for any additional means of identification it deems necessary in order to verify their status as shareholders and guarantee the authenticity of the attendance via electronic means.

Shareholders voting using the “Attendance via Electronic Means” application can obtain an electronic confirmation of the issue and receipt of their vote in said application in accordance with the terms established in Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018.

For those matters not expressly regulated in this announcement, shareholders or representatives attending the Meeting via electronic means will be subject to the same rules on voting and adoption of resolutions envisaged in the Regulations on the General Meeting as the shareholders who attend the Meeting in person.

#### **8. Precedence rules.**

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If the shareholder attends the General Meeting in person or via electronic means, this will cancel the vote or delegation of representation notified to Acciona by post or via electronic means using the Acciona website. Attendance by the shareholder at the General Meeting in person will take precedence over attendance via electronic means.

Moreover, regardless of the means used to cast it, a vote will cancel any delegation (electronic or postal) whether issued previously, which will be deemed revoked, or subsequently, which will be deemed not issued. If the shareholder has cast votes in different directions, or several delegations, via electronic or postal means, the last ones received will take precedence.

#### **9. Documentation at the disposal of shareholders.**

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As of the publication of this announcement, the following documents are at the disposal of shareholders at the registered address, Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid, and via the website of the Company ([www.acciona.com](http://www.acciona.com)):

- This announcement.
- Individual annual accounts of Acciona, S.A. and consolidated accounts of the group for financial year 2022, with their respective management reports (which include the annual corporate governance report and annual directors’ remuneration report), the consolidated non-financial information statement, audit reports and directors’ liability declarations; and proposal for the application of the results from financial year 2022.
- Full text of the proposals for resolutions being submitted for the approval of the General Meeting.
- Information on the directors whose re-election or appointment has been proposed to the General Shareholders’ Meeting, together with their CVs and categories. Report and proposal for re-election and appointment of the Appointments and Remuneration Committee. Reasoned report by the Board,



assessing the competence, experience and merits of the proposed candidates, in accordance with article 529 *decies* of the Corporate Enterprises Act.

- Reports by the Board of Directors justifying the proposed resolutions submitted to the General Meeting in relation to items 3.1 and 3.2 on the agenda, and the proposed delegation of the power to exclude the preferential subscription right.
- 2022 Sustainability Report (including the 2025 Sustainability Master Plan).
- Report on the functioning of the committees, including the reports from the Audit and Sustainability Committee (containing the reports on the independence of the auditor and on related-party transactions) and the Appointments and Remuneration Committee.
- 2022 Annual Corporate Governance Report.
- 2022 Annual Directors' Remuneration Report.
- Acciona cards (Attendance, Delegation and Voting).
- Total number of shares and voting rights at the date of the announcement.
- Privacy Policy of the General Shareholders' Meeting.
- Board of Directors' Regulations.
- Articles of Association.
- Regulations of the General Shareholders' Meeting.
- Summary of the procedure for attendance in person or via electronic means and casting votes and granting representation at the General Shareholders' Meeting via remote communication.

The right of the shareholders to examine the documents referred to in this section at the registered address and to be provided with or sent a copy free of charge (they may be sent via email with acknowledgement of receipt if the shareholder accepts this method) is expressly stated for the record.

The information and documentation on the General Meeting can also be consulted, downloaded and printed via the Company website ([www.acciona.com](http://www.acciona.com))

## **10. Right of information.**

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Up to the fifth day prior to the date envisaged for the General Meeting, shareholders may ask the Board of Directors for any information or clarification they deem necessary on the matters included on the agenda of the General Meeting called, on any publicly accessible information that Acciona has supplied to the Spanish Securities Market Commission since the last General Meeting was held, and regarding the auditor's report. To that end, the information requests will be sent to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) or via email sent to [juntageneral@acciona.com](mailto:juntageneral@acciona.com). In order to ensure the shareholder is duly identified, the request for information will include his/her full name (or company name), tax identification number and number of shares held. The Company will not be obliged to respond to requests for information, clarification or questions in the cases and by the deadlines envisaged by law.



## 11. Online Shareholder Forum.

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In accordance with the terms of article 539.2 of the Corporate Enterprises Act, an Online Shareholder Forum will be set up on the Company website ([www.acciona.com](http://www.acciona.com)) as of the publication of this announcement and until **23:59 hrs. on 18 June 2023**, which may be accessed with due guarantees by both individual shareholders and the voluntary associations established and recorded at the Commercial Registry and special Registry created for that purpose at the Spanish Securities Market Commission (CNMV), for the purpose of facilitating communication prior to the General Meeting. The Forum may be used to publish proposals based on matters already included or that should be included on the agenda, initiatives to reach the necessary percentage to exercise a minority right envisaged by law, as well as offers or requests for voluntary representation.

The Rules of Operation of the Online Shareholder Forum, approved by the Board of Directors will be available on the Acciona website and must be complied with by all shareholders.

In order to be able to access the Forum and use its applications, shareholders and voluntary shareholder associations must register as a “Registered User” accrediting their identity and their status as shareholder or voluntary association of shareholders, in the terms and conditions described on the Company website, by means of the corresponding registration form.

Access to the Forum by Registered Users will be contingent on maintaining status as shareholder or duly established and recorded voluntary association of shareholders at all times.

## 12. Data Protection.

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In accordance with Regulation (EU) 2016/679, on data protection, and other relevant law on data protection, the shareholders are informed that their personal data and those of their representatives, if applicable, or data supplied by credit institutions and investment services companies in which the shareholders have deposited or safeguarded their shares, will be processed by Acciona, S.A. (NIF A08001851, Address: Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas (Madrid), Tel: +34 91 663 28 50, email: [juntageneral@acciona.com](mailto:juntageneral@acciona.com)), acting as data controller for the purpose of processing the handling, management and control of shareholder relations and the arrangement of the General Meeting, complying with its legal obligations derived from this relation, and managing the exercise of the attendance, information, delegation and voting rights. The legal basis for the processing is compliance with the obligations derived from the shareholder relationship and relevant commercial law.

The data obtained will be stored for the periods provided by law and limitation periods applicable. The personal data collected shall be transferred to the Notary Public who records the minutes of the General Meeting; to the Commercial Registry of Madrid; to the suppliers who provide services for the purposes indicated and to those third parties exercising the right to information under law, or which may be accessible to the public in general to the extent that they are included in documents available on the website or are disclosed during the General Meeting. The General Meeting may be recorded in whole or in part in sound and vision and broadcast publicly on [www.acciona.com](http://www.acciona.com). Those attending the General Meeting grant their consent for the recording and broadcast.

Any interested parties will be entitled to exercise their rights of access to, correction, erasure and portability of their data, as well as the limitation and opposition to processing, or revoke their consent before the data controller by writing to Acciona, S.A., by sending an email to the following address: [protecciondedatos@acciona.com](mailto:protecciondedatos@acciona.com). A copy of the Spanish ID (DNI) or other ID may be requested if necessary to verify identity. Moreover, the data subject may file a complaint before the Supervisory Authority (Spanish Data Protection Agency [www.agpd.es](http://www.agpd.es)). For more information about the processing of personal data, see the [general privacy policy](#) and the [privacy policy of the General Meeting](#).

Duty to inform third parties: If the attendance or delegation card includes personal data referring to natural persons other than the card holder, the shareholder must have the consent of the holders to transfer personal data to the data controller, and inform them of the information indicated in this meeting call in relation to the processing of personal data. The controller may not carry out any additional action in terms of information or consent.

### **13. Technical issues.**

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The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attendance, delegation and voting via electronic means, using the website when technical or security concerns so require or dictate. The Company will not be responsible for harm caused to the shareholder derived from faults, overloads, breakdowns, connection failures or any other similar situation, beyond the control of the Company preventing the use of mechanisms of attendance, delegation or voting via electronic means using the internet via the website. Therefore, these circumstances will not constitute an unlawful deprivation of shareholder rights, notwithstanding the validity of delegations already conferred and votes already cast, or, if applicable, of the actions that the Board of Directors decides to adopt in this regard.

In the event that any of the circumstances envisaged in this section arises, the shareholders will be informed via the website as soon as possible.

### **14. Notarial Minutes. Attendance gift or premium.**

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A Notary Public will be present to take the minutes of the General Meeting.

Be informed that no present or gift or attendance premium will be given for the 2023 Ordinary General Shareholders' Meeting.

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The resolution to announce the meeting was adopted by the Board of Directors on 11 May 2023.

Madrid, 11 May 2023.

Jorge Vega-Penichet López.  
Secretary to the Board of Directors