



OPDENENERGY HOLDING, S.A.
ORDINARY GENERAL MEETING OF SHAREHOLDERS 2023

Telematic Attendance, Proxy and Remote Voting Card for the Ordinary General Shareholders Meeting of OPDENENERGY HOLDING, S.A. to be held in Madrid by telematic means, at 11:00 a.m. on 19 June 2023 at first call, or, if the necessary quorum is not reached, on the following day, at the same place and time, at second call.

Form with fields for Holders, Address, Shareholder's code, Total number of shares, Minimum number of shares to attend, and No. of votes.

TELEMATIC ATTENDANCE AT THE MEETING

Shareholders entitled to attend the Meeting by electronic means must sign in the space provided below and send the card together with a copy of their National Identity Card or Foreigner's Identification Number or passport to the Company by e-mail to the address juntageneral@opdenenergy.com requesting to attend the Meeting by electronic means.

Place, date and signature of the attending shareholder

In ....., at ..... of ..... of 2023

The General Meeting of Shareholders may be attended by shareholders with at least 1,000 shares registered in their name in the relevant book-entry register at least five (5) calendar days prior to the date on which the General Shareholders' Meeting is to be held and may also grant proxies or vote remotely prior to the Meeting (through this card) as indicated in the Law, the Articles of Association, the Regulations of the General Shareholders' Meeting, in the rules included in the announcement of the call to meeting, as well as on the Company's website and in accordance with the two sections below.

DELEGATION

A shareholder entitled to attend who does not wish to attend the Meeting by electronic means may grant his proxy to any other person. A shareholder holding fewer than 1,000 shares may appoint a shareholder with the right to attend as proxy. The shareholder holding this card grants his proxy to:

(Please tick only one of the following boxes and, if applicable, appoint a proxy. For this proxy to be valid, both the delegating shareholder and the proxy must sign in the place designated for this purpose).

- 1. [ ] The Chairman of the Board of Directors
2. [ ] ID nº .....

Proxies in which the name of the proxy is not indicated or a proxy is appointed, but no express and precise instructions are given as to the direction of the vote and the person appointed is subject to a hypothetical conflict of interest, shall be deemed to be granted to the Chairman of the General Shareholders' Meeting, and if the latter is absent or subject to a hypothetical conflict of interest, to the Secretary of the General Shareholders' Meeting.

Representation may be made by sending this card to the Company by post, either in a postage-paid envelope or by e-mail to juntageneral@opdenenergy.com (although it is advisable to send the representation preferably by e-mail, to reduce the risk of it being lost in the post or received late). In order to be valid, the proxy by any means of remote communication must be received by the Company no later than 23:59 hours on the day immediately prior to the day on which the General Meeting is scheduled to be held. Otherwise, the proxy shall be deemed not to have been granted and the vote shall be deemed not to have been cast.

To give your voting instructions, please tick the appropriate box in the table below.

Failure to complete any of the above-mentioned boxes shall be deemed to constitute a vote in favour of the proposals made by the Board of Directors.

Table with 11 columns for agenda items and rows for In favour, Against, Abstention, and Blank.

The proxy extends, unless expressly stated otherwise below, to proposed resolutions not formulated by the Board of Directors or on items not included on the Agenda, in relation to which the proxy shall vote in the sense he/she considers most favourable to the interests of the shareholder represented, within the framework of the corporate interest. Tick the NO box below only if you object to this extension of the proxy, in which case it will be understood that the shareholder instructs the proxy to abstain: [ ] NO

Signature of the shareholder

Signature of proxy

In ....., at ..... of ..... of 2023

In ....., at ..... of ..... of 2023

## REMOTE VOTING

Shareholders entitled to attend who do not wish to attend the Meeting by electronic means or to delegate their proxy may cast their vote remotely. The shareholder holding this card exercises his right to vote in favour of all the proposed resolutions formulated by the Board of Directors in relation to the items on the Agenda published by the Company, unless a different voting direction is indicated below (tick the corresponding boxes). If, in relation to any of the items on the Agenda, you do not tick any of the boxes provided for this purpose, you will be deemed to vote in favour of the proposals made by the Board of Directors.

Agenda item	1	2	3	4	5	6	7	8	9	10	11
In favour											
Against											
Abstention											
Blank											

The remote voting can be done by sending this card to the Company by post in a postage-paid envelope or by e-mail to [juntageneral@opdenenergy.com](mailto:juntageneral@opdenenergy.com) (although it is advisable to send the remote vote preferably by e-mail, to reduce the risk of loss or late receipt by ordinary mail). In order to be valid, the vote cast by any of the remote means of communication must be received by the Company no later than 23:59 hours on the day immediately prior to the day on which the General Meeting is scheduled to be held. Otherwise, the remote vote shall be deemed not to have been cast.

Unless expressly stated otherwise below, and in relation to proposed resolutions not formulated by the Board of Directors or on items not included in the attached agenda, the Chairman of the Board of Directors shall be deemed to be the proxy, and the rules on voting and substitution in the event of a conflict of interest contained in the Proxy section of this card shall apply. Tick the NO box below only if you object to the proxy and do not authorise the substitution (in which case the shareholder will be deemed to abstain on such proposed resolutions):

**Signature of the shareholder**

NO

In ....., at ..... of ..... of 2023

## PROTECTION OF PERSONAL DATA

The personal data (i) that shareholders and, if applicable, proxies submit for the exercise or delegation of their rights to attend and vote at the General Shareholders Meeting, as well as in the exercise of the right to information prior to the Meeting, (ii) the personal data provided for these purposes by the banks and securities companies and agencies in which such shareholders have their shares deposited or held in custody or by the entity legally authorised to keep the book-entry register, shall be processed by the Company as data controller, for the purpose of developing, managing and controlling the exercise of shareholder rights at the General Shareholders Meeting and the existing shareholder relationship, managing and controlling the holding and dissemination of the General Shareholders Meeting and complying with its legal obligations.

Personal data shall be retained for the duration of the shareholding relationship and thereafter for a period of 6 years solely for the purpose of any legal or contractual claims, unless, exceptionally, a longer limitation period for any legal or contractual claims applies.

The processing of data is necessary for the purposes indicated above and the legal grounds for such processing are based on your relationship as a shareholder and the fulfilment of legal obligations.

In particular, the data may be communicated to the Notary Public who will attend the General Meeting and take the minutes thereof, as well as to third parties in the exercise of the right to information provided by law, or be accessible to the public insofar as they are included in the documentation available on the Company's website ([www.opdenenergy.com](http://www.opdenenergy.com)) or are stated at the General Meeting, the proceedings of which may be subject to audio-visual recording and public dissemination on said website and on social networks and accredited media. The legal basis for the processing of personal data consisting of image and/or voice is both the existence of a legitimate interest of the Company to record and broadcast the General Meeting, which is recognised in the applicable rules and principles of transparency, and the consent of the attendee given when attending the General Meeting.

The holders of personal data may exercise their rights of access, rectification, deletion, opposition, limitation of processing and portability, or exercise any other rights recognised by the applicable regulations on data protection in the terms legally provided by means of written communication addressed to the registered office of the Company, Calle Cardenal Marcelo Spínola, 42, 5ª planta, 28016, Madrid, Spain, or to the following email address: [support@opdenenergy.com](mailto:support@opdenenergy.com), providing a copy of their National Identity Document or equivalent identification document. Likewise, the owners of the personal data may lodge complaints with the competent supervisory authority in matters of data protection; in Spain, this is the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

In the event that the attendance, proxy and remote voting card includes personal data relating to individuals other than the holder and in the event that a third party attends the General Meeting as the shareholder's proxy, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company, without the Company having to take any additional action with respect to the interested parties.

## AGENDA

- First.-** Examination and approval, as the case may be, of the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the individual Directors' report of the Company for the fiscal year ended 31 December 2022.
- Second.-** Examination and approval, if appropriate, of the consolidated financial statements (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes) and the consolidated Director's report of the Company and its subsidiaries for the year ended 31 December 2022.
- Third.-** Examination and approval, as the case may be, of the proposed application of the profit or loss for the financial year ended 31 December 2022.
- Fourth.-** Examination and approval, as the case may be, of the corporate management carried out by the Board of Directors of the Company during the financial year ended 31 December 2022.
- Five.-** Appointment of the auditor of the accounts of the Company and its consolidated group for financial years 2023, 2024 and 2025.
- Sixth.-** Consultative vote on the Annual Report on Remuneration of the Company's Directors for the 2022 financial year.
- Seventh.-** Amendment of the Remuneration Policy of the members of the Board of Directors of the Company.
- Eighth.-** Amendment of article 20 of the Company's Articles of Association.
- Ninth.-** Information to the General Meeting on the amendments made to the Regulations of the Board of Directors.
- Tenth.-** Authorisation to the Board of Directors to reduce the period for calling extraordinary general meetings of shareholders in accordance with the provisions of article 515 of the Capital Companies Act.
- Eleventh.-** Delegation of powers to formalise and execute the resolutions adopted at the Ordinary General Shareholders' Meeting .