

**RULES OF OPERATION FOR THE ELECTRONIC FORUM OF
SHAREHOLDERS OF OPDENERGY HOLDING, S.A.**



Madrid, 28 September 2022



RULES OF OPERATION OF THE ELECTRONIC FORUM FOR SHAREHOLDERS OF OPDENENERGY HOLDING, S.A.

I. Introduction

Pursuant to the provisions of article 539.2 of the consolidated text of the Capital Companies Act and article 12 of the Regulations of the General Shareholders' Meeting, the Board of Directors of Opdenenergy Holding, S.A. (hereinafter "**Opdenenergy**", the "**Company**", or the "**Administrator**") approves the Rules of Operation of the Forum (hereinafter the "**Rules**"), relating to the Opdenenergy Electronic Shareholders' Forum (hereinafter the "**Forum**") which will be available on the Company's website (www.opdenenergy.com) on the occasion of the call of each General Shareholders' Meeting and until the day it is held.

II. Forum Rules

These Rules regulate the authorisation and provision of the Forum by Opdenenergy, and the guarantees, terms and conditions of access and use of the Forum by the individual shareholders of Opdenenergy and any voluntary associations that may be formed in accordance with the regulations in force.

These Rules supplement, with respect to the Forum, the terms and conditions of access and use of the Opdenenergy website www.opdenenergy.com (the "**Terms of Access and Use**") which shall be fully applicable to access and use of the Forum, to the extent not modified or inconsistent with the provisions of these Rules.

Opdenenergy reserves the right to modify, at any time and without prior notice, the presentation, configuration, operation and content of the Forum, the Conditions of Access and Use and these Rules, without prejudice to the provisions of law.

III. Acceptance of the Forum rules

Registration as a user of the Forum ("**Registered User**") and access to and/or use of the Forum constitutes full and unreserved acceptance of the terms and conditions of the Rules and the Conditions of Access and Use of the Opdenenergy website www.opdenenergy.com.

Opdenenergy shall be considered the Administrator of the Forum under the conditions and with the powers provided for in these Rules, reserving the right of interpretation in the event of doubt or discrepancy in the use of the Forum.

IV. Aim and purpose of the Forum

The Forum is set up for the sole purpose of facilitating communication with the individual shareholders of Opdenenergy, and with any voluntary associations that may be formed, on the occasion of the call of each General Shareholders' Meeting and until the day of the meeting, if any.

By virtue thereof, Registered Users may submit, for publication in the Forum, communications for the sole purpose of:



- Proposals intended to be submitted in addition to the agenda announced in the notice of the General Meeting of Shareholders.
- Applications for accession to these proposals.
- Initiatives to reach a sufficient percentage to exercise a minority right provided for in the law.
- Offers or requests for voluntary representation.

In no case shall the publication of a supplementary proposal to the agenda in the Forum by itself imply acceptance thereof or, consequently, the modification of the agenda announced in the Call of the Meeting.

For the exercise of shareholders' rights, there are the channels established in the applicable regulations, in the Articles of Association and in the Regulations of the General Shareholders' Meeting of Opdenenergy, without the Forum being, under any circumstances, a valid instrument for these purposes.

It is hereby stated that according to article 9.6 of the Regulations of the General Shareholders' Meeting and articles 172 and 519 of the Capital Companies Act, shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the notice of the General Shareholders' Meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or a justified proposed resolution.

Likewise, shareholders representing the same percentage of the share capital may, within the same period and in the same manner, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the General Meeting of Shareholders already convened.

The exercise of these rights must be made by means of a reliable notification to be received at the registered office of Opdenenergy within five (5) days following the publication of the call to the following address:

Opdenenergy - Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain

V. Registered Users

Access to and use of the Forum is reserved exclusively to individual shareholders of Opdenenergy, as well as to voluntary associations of shareholders of the Company validly constituted and registered in the special register of the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores, hereinafter the "**CNMV**") in accordance with article 539.4 of the consolidated text of the Capital Companies Act.

In order to access and use the Forum, shareholders and voluntary associations of shareholders must register as a "**Registered User**" by completing the corresponding Forum Registered User registration form, accrediting their status as an Opdenenergy shareholder or voluntary association of shareholders duly constituted and registered with the CNMV, in the manner indicated in the aforementioned form.

In the case of shareholders who are legal entities and voluntary associations of shareholders, the registration form must state, in the manner prescribed therein, that the person seeking access to the Forum is represented by a proxy.



Subsequent access and communication in the Forum may require the completion of a special user form.

Access to and use of the Forum by Registered Users is conditional upon maintaining at all times the status of shareholder of Opdenenergy or voluntary association of shareholders of the Company duly constituted and registered, in accordance with the applicable regulations.

If Opdenenergy, in its capacity as Administrator of the Forum, should at any time have reasonable doubts about the compliance of a Registered User with these conditions, it may require him/her to prove that he/she meets these conditions, as well as request him/her to provide any information or documents deemed appropriate for the verification of the points set out herein.

The Administrator may require additional information, as well as suspend or terminate Registered Users who fail to provide evidence of compliance with the above-mentioned conditions.

Communications made by shareholders who lose such status prior to the holding of the General Shareholders' Meeting, and any other communications that are related or linked to the foregoing, shall automatically lapse.

Likewise, a shareholder who loses such status during the period for convening the Meeting assumes the obligation to notify the Administrator and the Registered Users with whom he/she has had contact or who have supported his/her initiatives.

VI. Access to the Forum and publication of papers

1. Access to the Forum

Every Registered User will have access to the Forum and will be able to consult communications made by other registered users.

The Forum is constituted as a channel for the publication of communications made by Registered Users in relation to the matters indicated in section IV. Therefore, its use as a mechanism for electronic conversation between Registered Users, or as a place for virtual debate, is excluded.

In accordance with the foregoing, the Administrator shall only post on the Forum such communications as are appropriate under the Law and Opdenenergy's corporate governance rules, and shall omit the posting on the Forum of any further comments on such communications.

2. Publication of papers in the Forum

Any Registered User may send communications on any of the matters indicated in section IV above.

Communications will be sent exclusively in text format and, once published, will be accessible by any other Registered User.

Communications made by Registered Users are made in a personal capacity and, with the exception of shareholders' associations duly legitimised in accordance with the Law and these Rules, communications received from shareholders' representatives, shareholders' groups and agreements, depositary entities,



financial intermediaries and other persons acting on behalf of or in the interest of shareholders will not be published.

Submissions should be made using the forms available on the Forum for this purpose, which shall include:

- Identification of the Registered User making the communication.
- The wording of the communication, indicating precisely the content of the initiative.
- Succinct justification of the communication.

All communications published in the Forum shall include the identification (name and surname, in the case of natural persons, company name, in the case of legal persons, and name and registration number in the CNMV register, in the case of shareholder associations, as well as, in the latter two cases, the identification of their respective representatives and, in all cases, e-mail address, as well as any other data requested in the registration form) of the Registered User who makes the communication and an indication of the date and time of insertion.

By submitting a communication it is understood that the Registered User responsible for it declares and guarantees that its content is lawful and in accordance with the Law, the Rules and the requirements of good faith, that he/she has all the authorisations and permissions necessary to submit the communication in question, that it does not violate any third party rights and that he/she expressly authorises its publication in the Forum under the terms regulated in these Rules.

The Administrator may verify the conformity of the communications that are intended to be made in accordance with the legal system, these Rules and the requirements of good faith, and may deny inclusion in the Forum or remove from the Forum any communication that it considers to be non-compliant with the same. Likewise, it may reply to any communication made by Registered Users via the e-mail address provided by the Registered User or by any other means of communication it deems appropriate.

3. Content of communications

Any use of the Forum by Registered Users must be made in full compliance with current legislation, in accordance with these Rules and with respect for the requirements of good faith.

It is therefore expressly prohibited:

- Violate the rights, assets and legitimate interests of Opdeenergy, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, protection of personal data and any other legal assets, rights or interests protected by the legal system.
- Entering information or personal data of third parties without the informed consent of the owner or identity theft.
- Incorporate discriminatory, racist, sexist, violent, xenophobic or xenophobic content or expressions that are in any way degrading or offensive.
- Incorporate any material that is inappropriate or contrary to the requirements of good faith.
- Providing information of any kind aimed at the commission of criminal, civil or administrative offences.



- Carry out any actions (or provide information to third parties) to circumvent the technical restrictions that may be attached to the various Forum media or programmes in order to prevent unauthorised use.
- Include content or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damage, disable, overload or impair the operation of the Forum or the computer equipment of Opdenenergy, other Registered Users or third parties, as well as the documents, files and all content stored on such computer equipment (*hacking*) and prevent the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of advertisement or publicity by Registered Users is strictly prohibited.

Any Registered User who becomes aware that any kind of content on the Forum or provided through the Forum is contrary to the law, these Rules or the requirements of good faith, may report it to the Administrator via the contact mailbox referred to in section XII below, without this entailing any liability for Opdenenergy, even if no action is taken in this regard.

Registered Users undertake to use the Forum diligently, correctly and appropriately in accordance with the legal system, these Rules and the requirements of good faith, in accordance with its purpose in accordance with section IV above.

4. Elimination of communications after the General Shareholders' Meeting

Following the conclusion of the General Meeting of Shareholders, the Administrator reserves the right to remove and delete all communications relating to the General Meeting of Shareholders.

VII. Scope of the Forum

The Forum does not constitute a communication channel between Opdenenergy and Registered Users.

By virtue thereof, no communication made or published in the Forum may in any case be understood as a notification to Opdenenergy for any purpose and, in particular, for the purpose of exercising any rights held by Registered Users, individually or collectively, or to supplant Opdenenergy's legal and Corporate Governance requirements for the exercise of any rights or the development of shareholder initiatives and actions.

All rights and powers that shareholders wish to exercise must be exercised through the legally established instruments, in accordance with the provisions of the Law and Opdenenergy's corporate governance regulations, without the Forum being, under any circumstances, a valid instrument for such purposes.



VIII. Liability of the Administrator

1. Scope of Opdenenergy's liability

Opdenenergy is not responsible for the accuracy, veracity, validity, legality or relevance of the communications sent by Registered Users, nor for the opinions expressed by them.

Opdenenergy shall only be liable for its own services and content directly originated by it and identified with its *copyright* as a trademark or intellectual or industrial property of Opdenenergy.

By virtue of accessing and/or using the Forum, each Registered User declares that he/she is aware and accepts that the use of the Forum takes place, in any case, under his/her sole and exclusive responsibility.

2. Contents

Any Registered User may send communications on any of the matters indicated in section IV above.

The Administrator expressly reserves the right to deny access to and/or use of the Forum and to refuse to publish or remove communications made by Registered Users who do not comply with the regulations in force, these Rules or the requirements of good faith. The Administrator also reserves the right to exclude from the Forum any Registered User who does not comply with the Forum Rules.

The Administrator has the power but not the obligation to control the use of the Forum and its contents, which are the exclusive responsibility of the Registered Users who post them. In any case, the Administrator may establish tools for filtering and moderating the content of communications and may remove content when he/she considers that it may be illicit or contrary to these Rules or to the requirements of good faith.

Registered Users shall be liable for any damages that Opdenenergy, another Registered User or any other third party may suffer as a result of access to and/or use of the Forum (including, in particular, the formulation of communications) in breach of any provision of current legislation, these Rules and the requirements of good faith.

IX. Absence of a licence

Opdenenergy authorises Registered Users to use the intellectual and industrial property rights relating to the computer application installed on the server of Opdenenergy or a third party executing the services comprising the Forum solely for the purposes set out in section IV above and in accordance with the terms and conditions set out in these Rules. The Registered User must refrain from obtaining, or attempting to obtain, access to and use of the Forum and its contents by means or procedures other than those which in each case have been made available or indicated for this purpose.

Opdenenergy does not grant any kind of licence or authorisation of use of any kind on its intellectual and industrial property rights or on any other property or right related to the Forum other than that provided for in the previous paragraph.



X. Cost of use

Access to and use of the Forum by Registered Users is free of charge, except for the cost of connection through the telecommunications network supplied by the access provider contracted by each Registered User.

XI. Security and protection of personal data

The aspects relating to security and protection of personal data contained in the Terms of Access and Use of the Opdenenergy website (www.opdenenergy.com) shall apply to the Forum. In particular, personal data provided by Registered Users or generated as a result of the use of the Forum will be processed by Opdenenergy to establish, manage and monitor the operation of the Forum in accordance with the provisions of these Rules and the applicable regulations. Registered Users expressly accept and authorise that their personal data may be published in the Forum. Registered Users may exercise their rights of access, rectification, cancellation and opposition in the contact mailbox referred to in section XII below.

XII. Contact mailbox

Registered Users who have suggestions or proposals for improving the Forum, who require technical assistance, who wish to report any content that does not comply with these Rules or who wish to exercise their rights under the personal data protection regulations may contact the Company at the Company's e-mail address investor.relations@opdenenergy.com. The purpose of this electronic mailbox is to attend to the Registered User and improve the quality of the Forum, without implying any kind of control or responsibility on the part of the Administrator.

These Rules of Operation of the Electronic Shareholders' Forum have been approved by the Governing Board at its meeting of 28 September 2022.

The Secretary of the Board of Directors
D. Alfonso Álvarez Herraiz