



## OPDENENERGY HOLDING, S.A.

### Notice of Ordinary General Meeting of Shareholders June 2023

The Board of Directors of Opdenenergy Holding, S.A. (the "**Company**") has resolved to convene the Annual General Meeting of Shareholders of the Company to be held on 19 June 2023 at 11:00 a.m. on first call and, if applicable, on 20 June 2023 at the same time on second call.

The Board of Directors of the Company has resolved to hold the General Meeting of Shareholders exclusively by electronic means, in accordance with the provisions of article 11.3 of the Articles of Association and article 14.bis of the Regulations of the General Meeting of Shareholders.

The General Meeting of Shareholders shall meet for the purpose of deliberating and deciding on the matters listed below.

#### AGENDA

“First. Examination and approval, if applicable, of the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) and the individual Directors' report of the Company for the fiscal year ended 31 December 2022.

Second. Examination and approval, if applicable, of the consolidated financial statements (balance sheet, income statement, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes to the financial statements) and the consolidated Directors' report of the Company and its subsidiaries for the fiscal year ended 31 December 2022.

Three. Examination and approval, as the case may be, of the proposal for the application of the profit or loss for the fiscal year ended 31 December 2022.

Four. Examination and approval, as the case may be, of the corporate management carried out by the Board of Directors of the Company during the fiscal year ended 31 December 2022.

Five. Appointment of the auditor of the accounts of the Company and its consolidated group for the fiscal years 2023, 2024 and 2025.

Six. Voting on a consultative basis on the Annual Report on Remuneration of Directors of the Company for the fiscal year 2022.

Seven. Amendment of the Remuneration Policy for members of the Board of Directors of the Company.

Eight. Amendment of Article 20 of the Company's Articles of Association.

Nine. Information to the General Meeting on the amendments made to the Regulations of the Board of Directors

Ten. Authorisation to the Board of Directors to reduce the deadline for convening extraordinary general shareholders' meetings in accordance with the provisions of article 515 of the Capital Companies Act.

Eleven. Delegation of powers for the formalisation and execution of resolutions adopted at the Ordinary General Meeting of Shareholders”.

**Right to the inclusion of items on the agenda and new proposals for agreements.** Pursuant to article 519 of the Spanish Companies Act and article 9 of the Regulations of the General Shareholders' Meeting, shareholders representing at least three (3%) per cent 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.



This right must be exercised by means of a reliable notification - addressed to the attention of the Chairman of the Board of Directors - to be received at the registered office within five (5) days following the publication of this notice, where they may (a) request the publication of a supplement to this notice including one or more items on the agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposal of resolution; and/or (b) to submit justified proposals for agreement on items already on the agenda or to be included on the agenda.

The notification letter shall state the name or company name of the requesting shareholder or shareholders, and shall be accompanied by the appropriate documentation -copy of the attendance card or certificate of entitlement- accrediting their status as shareholder(s), in order to check this information against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

The supplement to the notice of call shall be published at least fifteen (15) days prior to the date set for the Ordinary General Shareholders' Meeting at first call.

**Right to attend.** Pursuant to article 11 of the Articles of Association and article 13 of the Regulations of the General Shareholders' Meeting, holders of at least 1,000 shares shall have the right to attend the General Shareholders' Meeting by means of telematic means that allow real-time connection with the place where the Meeting is to be held, provided that they have them registered in their name in the corresponding book-entry register at least five (5) calendar days prior to the date on which the General Shareholders' Meeting is to be held. This circumstance must be evidenced by means of the appropriate attendance, proxy and voting card or certificate of entitlement issued by the entity or entities in charge of keeping the book-entry register, or in any other form permitted by prevailing legislation. Shareholders must also be duly registered in accordance with the procedure set out in this notice.

**Attendance by telematic means by shareholders and proxies.** Attendance at the Meeting shall be exclusively by telematic means, following the rules approved for this purpose, which are published on the *website* of the Company, in the space "Ordinary General Meeting 2023".

#### **a) Registration of shareholders and proxies for online attendance**

Shareholders wishing to attend the General Meeting telematically must register in advance by sending a telematic attendance request no later than 10:00 a.m. on 19 June 2023. No registration for the exercise of the right to attend telematically will be accepted after the aforementioned date and time.

In order to request online attendance, shareholders must send an e-mail to [juntageneral@opdenenergy.com](mailto:juntageneral@opdenenergy.com) attaching a copy of their National Identity Document or Foreigner's Identification Number or passport, and a copy of the attendance card issued in the name of the shareholder by the Company or by the entity in which the shareholder has deposited the shares, duly completed and signed.

In order for a proxy or representative of a shareholder (whether representing a shareholder that is a legal entity or an individual shareholder) to register and attend the Meeting telematically on behalf of the shareholder, the proxy must send an e-mail to [juntageneral@opdenenergy.com](mailto:juntageneral@opdenenergy.com) attaching the attendance card issued in the name of the shareholder by the Company or by the entity with which the shareholder has deposited the shares, duly completed and signed by the shareholder and by the proxy, together with a copy of the National Identity Card or Foreigner's Identification Number or passport of the proxy or representative. In the case of a proxy of a shareholder who is a legal entity, the application for registration must include a copy of the document evidencing the power of attorney or the position enabling him to act on behalf of the shareholder who is a legal entity. Such proxy shall be presumed not to have been revoked until the Company is reliably informed to the contrary. The Company may, where applicable or where it deems it necessary, require any other relevant documents proving his representation.



Shareholders and their representatives or proxies who have not complied with the prior registration requirements in accordance with the terms and deadlines contemplated in the preceding sections may not attend the Meeting telematically, so that once the deadline established for registration has passed, no additional registrations will be admitted.

By virtue of this pre-registration application procedure, once compliance with the requirements established in the preceding paragraphs has been verified, the shareholder or his representative who has made the application will receive, via the e-mail address from which the application was made, credentials ("user name and password") that will enable him to access the telematic attendance platform on the day the General Meeting is held, via the link that will be published on the corporate website, where he may attend, speak and vote at the General Meeting. Once the shareholder or his/her proxy has registered in accordance with the aforementioned means and within the established period, he/she may attend, speak and vote at the General Meeting by telematic means by making the corresponding connection on the day the meeting is held.

#### **b) Telematic connection and assistance**

In order to allow for the proper management of the telematic attendance systems, the shareholder (or proxy-holder) who has previously registered to attend the General Meeting telematically must connect through the link provided on the Company's corporate website, in the section relating to the General Shareholders' Meeting, between 10:00 a.m. and 11:00 a.m. (CEST) on 19 June 2023 (if the Meeting is held on first call, as foreseen) or on 20 June 2023 (if the Meeting is held on second call), and identify themselves using the credentials ("username and password") that will have been previously sent to them by e-mail.

#### **c) Rights of intervention, information and proposal**

Interventions, requests for information and proposed resolutions, where appropriate, may be submitted in writing via the link provided for this purpose on the Company's website, in the online attendance section, from the time of access thereto until the closure of interventions, which will be duly indicated during the course of the general meeting. Written interventions through the platform must be no more than two thousand (2,000) characters in length. In the event that shareholders and proxy-holders wish their intervention to be recorded in the minutes of the meeting, they must clearly and expressly state this in the heading of their written statement. Shareholders' and proxy holders' requests for information or clarification shall be answered orally during the general meeting or in writing within seven days of the meeting.

#### **d) Voting rights**

Shareholders and proxy holders attending the General Meeting may vote on the proposed resolutions corresponding to the items on the agenda through the link provided for this purpose on the Company's *website*, in the "Telematic Attendance" section, from the time of access until the end of the voting period during the Meeting, which will be duly indicated during the course of the Meeting. The Company shall send each shareholder electronic confirmation of the receipt of his vote.

#### **e) Priority rules**

The telematic attendance of the shareholder or his proxy shall render ineffective the vote or proxy previously cast by any other procedure established by the Company. In the event that a shareholder validly exercises both the remote vote and the proxy, the former shall prevail over the latter. Likewise, votes and proxies cast by electronic communication shall prevail over those cast by postal correspondence.



#### f) Other

The Company reserves the right to modify the mechanisms for telematic attendance at the General Meeting when technical or security reasons so advise or require. In such case, the Company shall make such circumstance public in due form and sufficiently in advance by any means it deems appropriate, informing of any modification that may be agreed and, in any event, of the other means of remote communication available to shareholders for casting or delegating votes. The Company shall not be liable to third parties for any such decisions, beyond its control, that may modify the remote attendance as provided for. Nor shall the Company be liable for any damages that may be caused by overloads, breakdowns, line failures, connection failures or similar eventualities also beyond its control that temporarily prevent the use of the remote assistance systems.

**Right to information.** Shareholders have the right to examine at the registered office, located at Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain, or through the Company's website ([www.opdeenergy.com](http://www.opdeenergy.com)) the documents mentioned below, as well as the right to obtain the delivery or sending of a copy thereof free of charge:

1. Full text of the proposed resolutions corresponding to the items on the agenda submitted by the Board of Directors for approval by the General Meeting of Shareholders.
2. Rules of Procedure of the Electronic Shareholders' Forum.
3. Attendance, proxy and voting card.
4. Current versions of the Regulations of the Board of Directors, the Regulations of the General Meeting of Shareholders and the Articles of Association.
5. The total number of shares and voting rights at the date of the call.
6. This call notice.

The aforementioned documents, as well as the proposed resolutions submitted to the General Meeting of Shareholders, are also available to shareholders on the Company's website ([www.opdeenergy.com](http://www.opdeenergy.com)).

Pursuant to the provisions of articles 197 and 520 of the Spanish Companies Act and article 11 of the Regulations of the General Shareholders' Meeting, from the publication of this notice of call to the General Shareholders' Meeting and up to and including the fifth (5th) calendar day prior to the date scheduled for the meeting on first call, shareholders may request from the Board of Directors, regarding the matters included on the agenda, such reports or clarifications as they deem necessary or ask such questions in writing as they deem appropriate. In addition, with the same advance notice and in the same manner, shareholders may request reports or clarifications or ask questions in writing regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting.

In the written requests for information, the name and surname of the requesting shareholder shall be stated, accrediting the shares he/she holds, and the appropriate document -copy of the attendance card or certificate of entitlement- accrediting his/her status as shareholder shall be attached in order to compare this information with that provided by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). These requests for information (ref. Ordinary General Shareholders Meeting 2023) may be made by delivering the request to the registered office, by sending it to the Company by post addressed to Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain, stating the number of shares held, the securities account where they are deposited and other circumstances specified on the Company's website, in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company's website details the relevant explanations for the exercise of the shareholder's right to information.

**Special information instruments.** Pursuant to article 539.2 of the Spanish Companies Act, the Company has a website ([www.opdeenergy.com](http://www.opdeenergy.com)) to enable shareholders to exercise their right to information and to disseminate the relevant information required by securities market legislation.



An Electronic Shareholders' Forum shall be set up on the Company's *website*, which may be accessed with due guarantees by both individual shareholders and voluntary associations that may be set up pursuant to the provisions of article 539.2 of the Capital Companies Act, in order to facilitate their communication prior to the holding of the General Shareholders' Meeting, all in accordance with the terms set forth in the aforementioned article 539 of the Spanish Companies Act.

**Right of proxy.** Pursuant to the provisions of Article 11 of the Articles of Association and Article 16 of the Regulations of the General Meeting of Shareholders, any shareholder entitled to attend may be represented at the General Meeting of Shareholders by another person, even if not a shareholder, by granting the proxy in writing and specifically for the meeting.

Furthermore, in accordance with article 11 of the Articles of Association and article 13 of the General Meeting Regulations, shareholders holding fewer than 1,000 shares may delegate their representation to a shareholder with the right to attend, as well as group together with other shareholders in the same situation until they have the necessary number of shares, and the grouped shareholders must confer their representation on one of them. The grouping must be carried out on a special basis for each General Meeting of Shareholders and must be recorded in writing.

The Company's *website* will include, as from the call to the General Shareholders' Meeting, a model proxy card. The proxy must be completed and signed by the shareholder, signing the corresponding attendance and proxy card.

The person in whose favour the proxy is granted must exercise it by attending the General Shareholders' Meeting, using the telematic means provided. Likewise, the attendance and proxy cards may be delivered, before 23:59 hours on the day prior to the day scheduled for the holding of the General Shareholders' Meeting on first call, that is, before 23:59 hours on 18 June 2023, at the registered office, Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain, and by e-mail, at [juntageneral@opdeenergy.com](mailto:juntageneral@opdeenergy.com).

Under the terms set forth in the Articles of Association and the Regulations of the General Meeting, the Chairman and the Secretary of the General Meeting of Shareholders shall have the broadest possible powers in law to accept the validity of the document accrediting the proxy.

When the proxy card does not include voting instructions or there are doubts as to the recipient or scope of the proxy, it shall be understood that (i) the proxy is granted in favour of the Chairman of the Board of Directors, (ii) it refers to all the items on the agenda of the General Shareholders' Meeting, (iii) it is in favour of all the proposals made by the Board of Directors, and (iv) it also extends to items that may arise outside the agenda of the General Shareholders' Meeting, in respect of which the proxy shall abstain from voting, unless he/she has sufficient grounds to consider it more favourable to the interests of the shareholder to vote in favour of or against such proposals. Without prejudice to the foregoing, unless expressly indicated and with precise instructions from the shareholder represented to the contrary, in the event that the proxy-holder is in a conflict of interest, in the absence of express instructions from the shareholder represented, it shall be deemed that the shareholder represented has also appointed as proxy-holders, jointly and severally and successively, the chairman of the General Shareholders' Meeting and, if the latter is in a conflict of interest, the Secretary for the General Shareholders' Meeting.

A shareholder's attendance at the meeting by electronic means shall revoke any proxy previously granted. Likewise, the proxy may always be revoked by the same means by which it was granted.

**Representation by postal correspondence.** Pursuant to the provisions of article 16 of the Regulations of the General Meeting of Shareholders, shareholders may grant their proxy by postal correspondence, having to accredit their status as shareholder in accordance with the terms of article 13 of the Regulations of the General Meeting of Shareholders. The attendance and proxy cards, duly completed and signed, may be sent to the **Company by postal correspondence addressed to the Company at Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain**. The shareholder who grants his proxy by postal correspondence must state his name and surname(s), accrediting the shares he holds, in order to check this information against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The proxy document must be signed by the shareholder. In cases of legal representation, the powers of the signing proxy in the name and on behalf of the shareholder must be accredited by providing a simple copy of the aforementioned power of attorney.



A shareholder who grants a proxy by postal correspondence must inform the person appointed as proxy of the proxy granted in his favour. The person in whose favour the proxy is granted by postal correspondence must exercise the proxy by attending the General Meeting of Shareholders.

The proxy granted by post must be received by the Company no later than 23:59 hours on the day prior to the date scheduled for the General Meeting of Shareholders on first call, i.e., no later than 23:59 hours on 18 June 2023.

Proxies granted by postal correspondence may be revoked by express revocation by the shareholder by the same means used to grant the proxy, within the period established for granting the proxy, or by personal attendance of the shareholder at the General Shareholders' Meeting by telematic means.

### **Voting by remote means of communication.**

#### **a) Postal voting**

Pursuant to article 29 of the Regulations of the General Meeting, shareholders entitled to attend may exercise their voting rights by postal correspondence. In order to vote by post, the shareholder must complete and sign the attendance, proxy and voting card issued by the entity or entities responsible for keeping the book-entry register, on which he/she shall state his/her vote - for or against - abstention or blank vote, marking a cross in the corresponding box. The completed and signed card may be sent to the Company by **post to Calle Cardenal Marcelo Spinola, 42, 5ª planta, 28016, Madrid, Spain**. A shareholder who casts his vote by postal correspondence and does not place a mark in any or all of the boxes intended to indicate his vote in respect of the items on the agenda shall be deemed to vote in favour of the respective proposals made by the Board of Directors. Votes cast by postal correspondence may only be revoked: (i) by subsequent express revocation by the shareholder by the same means used for casting the vote and within the period established for this purpose; (ii) by the personal attendance (telematic) at the General Shareholders' Meeting of the shareholder who has cast the vote by postal correspondence; or (iii) by the disposal of the shares whose ownership confers the right to vote of which the Company is aware at least five calendar days before the date set for the General Shareholders' Meeting to be held.

Votes cast by post must be received by the Company before 23:59 hours on the day prior to the day scheduled for the General Shareholders' Meeting on first call, i.e., before 23:59 hours on 18 June 2023. Otherwise, the vote shall be deemed not to have been cast. After the aforementioned deadline, only votes cast in person at the General Shareholders' Meeting by the shareholder or by a valid proxy shall be admissible. A shareholder who casts his vote remotely by postal correspondence shall be deemed to be present for the purposes of the constitution of the General Shareholders' Meeting.

#### **b) Voting by electronic means**

Voting by electronic communication must be done by sending an e-mail to [juntageneral@opdenenergy.com](mailto:juntageneral@opdenenergy.com).

In order to prove their identity, shareholders must attach to the e-mail a copy of their National Identity Document or Foreigner's Identification Number or passport, and a copy of the attendance card issued in the name of the shareholder by the Company or by the entity in which the shareholder has deposited the shares, duly completed and signed, and in which they must state their vote - for or against - abstention or blank vote, marking with a cross in the corresponding box.

Voting by electronic means must take place before 23:59 p.m. on the day prior to the day on which the General Meeting of Shareholders is to be held on first call, i.e. before 23:59 p.m. on 18 June 2023.





**Other issues relating to the telematic holding of the Meeting:**

a) The Company may adapt, with due guarantees, the means to allow attendance at the General Meeting by electronic means in the case of shareholders not resident in Spain, qualified investors and other similar cases.

b) It is the sole responsibility of the shareholder (or his representative) to keep the passwords or means of identification necessary to access and use the online helpdesk. In the case of a legal entity, the latter must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification is made.

c) The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for remote delegation or voting, or telematic attendance at the Meeting, when technical or security reasons so advise or require. The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the mechanisms for remote attendance at the General Meeting.

**Attendance of a notary.** In accordance with articles 521 and 203 of the Spanish Companies Act and article 14 bis of the Regulations of the General Meeting of Shareholders, the Board of Directors informs the shareholders that it has resolved to request the telematic assistance of a notary to take the minutes of the Ordinary General Meeting.

**Protection of personal data.** The Company informs the shareholders that the personal data sent to it for the exercise of their rights of telematic attendance, delegation and voting at the General Meeting, or that are provided by the banking entities and securities companies and agencies where said shareholders have their shares deposited, as well as the audio-visual recording of the full development of the General Meeting to facilitate its monitoring and appropriate dissemination, will be processed for the purpose of managing the development, compliance and control of the existing shareholder relationship with Opdenenergy Holding, S.A., as well as to send the information requested by the shareholder. The processing of such data shall be carried out in accordance with the applicable legislation and the legitimate interest of the Company. Shareholders are also informed that they may exercise their right of access, deletion, rectification, portability, limitation of processing and objection, as well as revoke their consent in accordance with the provisions of the General Data Protection Regulation and other applicable regulations, by means of written communication addressed to the Company or by e-mail to [support@opdenenergy.com](mailto:support@opdenenergy.com), providing a copy of their identification document. The Company shall keep said personal data until the prescription of any actions that may arise, and its shareholders shall have the right to file a claim with the Spanish Data Protection Agency (AEPD), the competent data protection authority.

**Additional information.** The Company will inform shareholders on its website of any changes or special measures to be adopted in connection with the holding of the General Meeting. In any case, shareholders are kindly requested to consult any additional information that may be available on the website ([www.opdenenergy.com](http://www.opdenenergy.com)), or to call +34 914 559 996, where the latest information available at any given time will be provided, in order to enable shareholders who so wish to exercise their rights in full, without being physically present.

Shareholders are also informed that as from the date of publication of this announcement, a Shareholders' Office will be available by telephone on +34 914 559 996 from Monday to Thursday from 9:00 a.m. to 5:00 p.m. and Friday from 9:00 a.m. to 3:00 p.m., and by e-mail at [investor.relations@opdenenergy.com](mailto:investor.relations@opdenenergy.com), where they may consult and receive assistance for any queries regarding proxy and remote voting procedures, telematic assistance or other matters relating to the General Shareholders' Meeting.

**Preview of the holding of the Ordinary General Shareholders Meeting:** The Ordinary General Shareholders Meeting is expected to be held on first call, i.e. on 19 June 2023, at the place and time indicated above.

Madrid, 10 May 2023.

By the Board of Directors, the Chairman, Mr. Alejandro Javier Chaves Martínez.